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DRAGON

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NEW HEROIC PRESTIGE CLASS

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THE BAD PAGE 82

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THE UGLY PAGE 74

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DEEPER, DEEPER DARK

BY NEAL BARRETT, JR.

ISSUE 287

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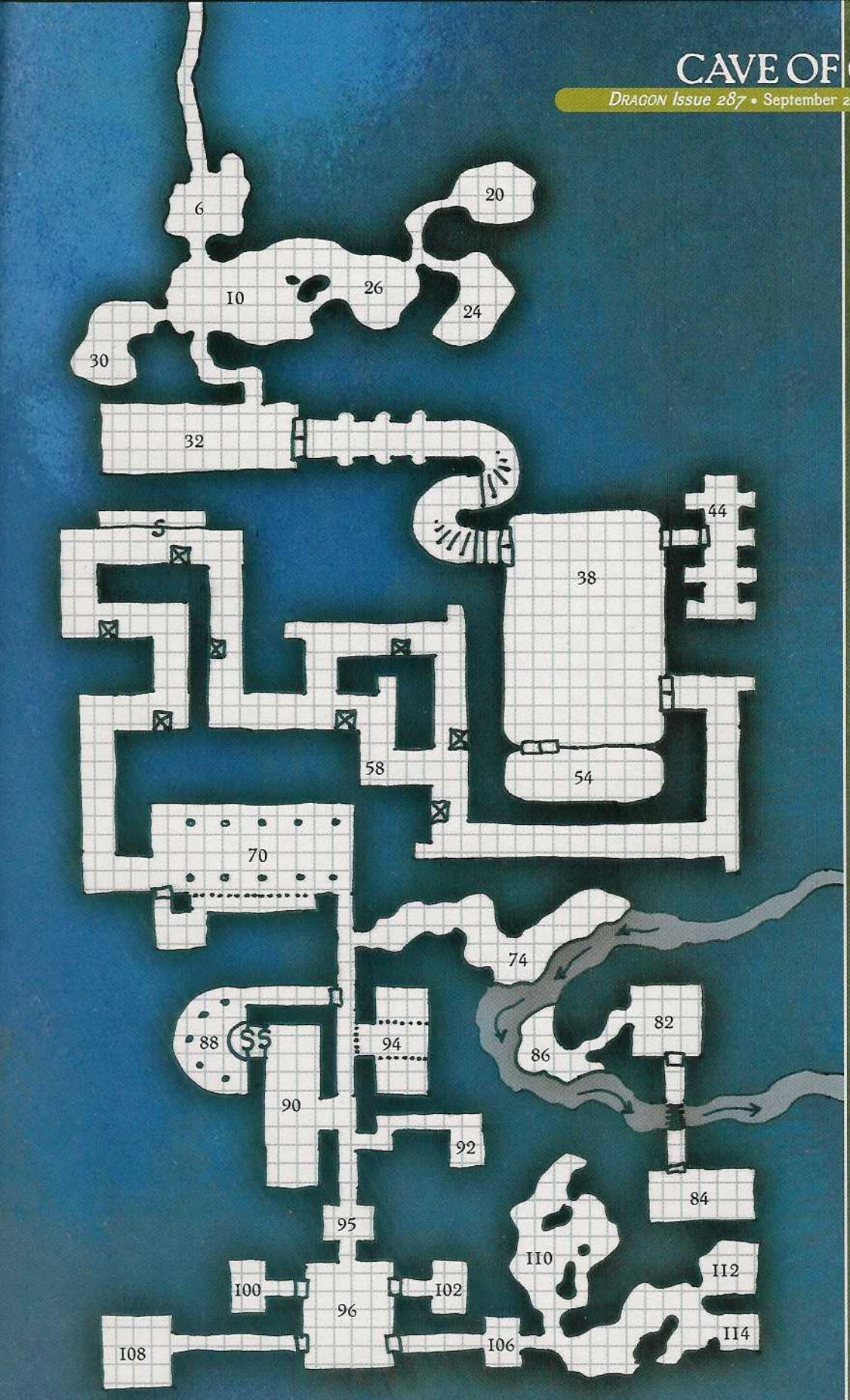
DRAGON Issue 287 • September 2001 • Volume XXVII, Number 4



Cover illustrator Kev Walker's work should be familiar to readers of DRAGON Magazine. *His illustrations have a distinctive graphical quality that presents his subjects with drama, confidence, and respect.*

—Peter Whitley

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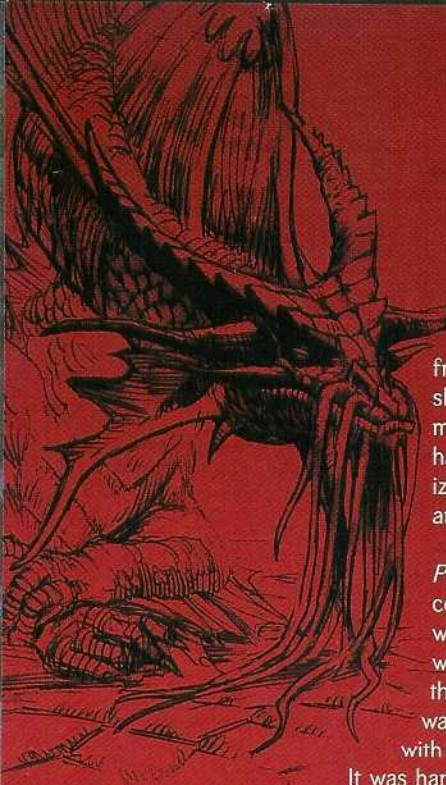


Dear Dragon,

This is the hardest letter I've ever had to write.

You first caught my eye in the late '70s when a friend pointed you out across a crowded hobby shop. I had just started gaming and didn't know many magazines. The minute I laid eyes on you, I had the worst crush. It wasn't long before I realized there was more to you than a pretty face, and for years I admired you from afar.

We finally met when I began editing your cousin, *Polyhedron*. That relationship was sweet, but it couldn't last. We were both young and didn't know what we wanted. I worried what you might think when your younger sister *Dungeon* caught me on the rebound for a year of wild adventures. It wasn't meant to be, of course. Every day I spent with her, I was thinking only of you.

It was hard being the associate editor for that first year. I felt like a third wheel each month, and it was torture to know that the other guy was really your editor. You can't imagine how relieved I was when you two finally broke up, and then I worked up the courage to make my move.

That day you made me the happiest editor in the world.

Since then we've had five wonderful years together, and I can't begin to describe how much you've taught me about gaming and publishing. I hope I've given something back to you, and I'll always cherish our time together, especially because we've always been so honest with each other. That's why I have to say something that might hurt you today.

I know you've noticed I've been spending a lot of time at the local film festival. It was there that I realized there was a hole in my life, a void that could be filled only by movies. I talked about it with some other people, and one thing led to another, and, well . . .

There's been another magazine.

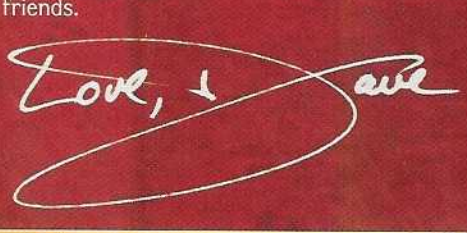
I've been seeing them for a little while now, on the side.

That's right, there are two. I know what you must be thinking, but it's a perfectly valid life decision. They're sisters, and they actually prefer having the same editor. If you got to know them, I think you'd like them both. *Gamer* is a lot like you, and *Insider* gives me all the things you and I couldn't have together. That's how I knew it was time for you and I to go our separate ways.

Don't be sad. It won't be long before another editor comes along, someone who can give you all the things you deserve and focus all his attention on you alone. You're prettier than ever, and so popular with the readers! In fact, I was talking to an old friend the other day, and he wants me to give you his number. Maybe in a few days you can give him a call. That is, if you're ready.

I don't know what else to say except, thanks for being the wonderful magazine you are and letting me share your life for a while. Breaking up is always hard, and you have every right to be angry, but I hope you'll eventually forgive me and come to remember the good times as fondly as I do.

Most of all, I hope we can still be friends.



Thanks to the awesome staff of and contributors to *Dragon Magazine* for making the past few years a fantastic voyage. Most of all, thanks to you fabulous readers who have given us so much friendship and support. I'll see you soon, in a galaxy far, far away.

Dave Gross • vader@wizards.com

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SCALE MAIL

Most of the early response to issue #285 concerned the "Walk and Riddle" article, particularly the depiction of a halfling knave standing over the broken corpse of his enemy. The other point of controversy for that issue was the new—but now discarded—take on the table of contents. Here's what you had to say:

Foot Hair Fetish

I'd like to say that I've been enjoying the in-depth articles and "theme issues" about the PC races thus far, but regarding issue #285, and the new edition as a whole, I'm really put out by the changes you've made to halflings. Everyone knows that D&D is based on Tolkien's work as the primary source material. Sure, elves are half as tall, but it's basically all there. It's necessary to mix things up and keep it fresh, but I whole-heartedly reject these svelte, non-hairy-footed, gypsy-like, nomad pseudo-hobbits! Arrghhh! What happened to the foot hair? Why do they look like half-sized runway models? Where are the comfy hobbit-holes and the six meals a day? At least they still love riddles, but really, what is this wagon-dwelling, nomadic crap? What's next—jolly, clean-shaven dwarves who enjoy gardening instead of mining and warfare? It's not like this is DARK SUN, and everything has a twist to it, these are supposed to be the typicals.

The rest of the issue is quite cool, though (well, maybe not the pixie article), and that was the finest two-page Nodwick yet!

Oh, and if you use this table of contents format again, I'm cancelling my subscription! (Well, not really, but I strongly dislike the new TOC).

One last digression; I've noticed that the artwork in your magazine has become a lot more gory, too gory in my opinion.

And a final suggestion, I'd like to see a complete list of all the new feats and prestige classes (even the ones from campaign source material) in this year's *DRAGON Annual*. My gaming group would truly be in your debt.

In general, I love *DRAGON*, and plan to keep reading. Keep up the good work!

Bill De Franza • Flushing, NY
meancritter@hotmail.com

This year's DRAGON Annual *transforms into a great big d20 game special, with topics ranging from the new* WHEEL OF TIME *roleplaying game to original, "modular" articles you can apply to D&D,* STAR WARS, *or any other d20 game you care to play. It won't include a list of all the new feats and prestige classes, but that idea is just too useful to pass up. Look for it in a future issue or on the Wizards of the Coast website.*

Disgusted

I have been an avid reader of your magazine for about a year and a half, and in that time I have thoroughly enjoyed it. That enjoyment was severely diminished by your July issue (#285). I was disgusted by the article entitled "Walk & Riddle, The Secret Life of Halflings." The content of the article was great, and the illustrations were pretty good. That is, until I got to the end of the article. There, I saw a depiction of a seemingly demented halfling standing atop the corpse of an orc. The first thing I did was turn the page. I did not return to that page until I had finished the rest of the magazine. This graphic picture ruined an article that was otherwise excellent and tarnished

SHARE OFF YOUR OPINION

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Include your full name and mailing address if you expect your letter to be printed, and let us know how much of that address you'd like printed. (We'll assume city and state otherwise.)

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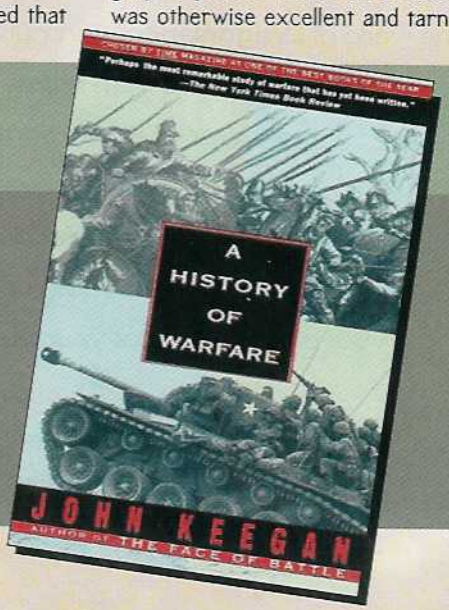
RANDOM ENCOUNTERS

USEFUL RESOURCES FOR EVERY D&D PLAYER.

Looking to have some disgusting rituals prepared when the adventuring party is captured by that orc tribe? Want some bizarre tactics for the nasty goblins who inhabit the forest the party is about to traverse? The "Primitive Warfare" section of John Keegan's *A History of Warfare* is invaluable. His recitation of the Aztec "striping" ritual, where sacrificial victims were placed upon an upraised "killing stone" and armed with a sword with a feathered blade, is chilling, especially when he describes the video-game-style "finishing moves."



game face

Name: Stacie Fiorito
Alignment: Neutral naughty
Years Gaming: 5
Favorite Race: Elves. They don't require sleep and they always have good hair days.
Favorite Class: Rogue, because you always have a steady income.
Favorite Setting: FORGOTTEN REALMS, because size does matter.
Greatest Gaming Moment: We were just starting to playtest a FORGOTTEN REALMS adventure. At that point, even the bear we encountered was a deadly threat. We came upon a door in the depths of the keep that was covered in scary runes; any intelligent PC would have carefully and quietly walked away from that door—but not us, oh no. We burst through the door and came face to face with a very large, very angry ghost. He was just about to blast us with some nasty spell, when I remembered a rumor I'd heard about a ghost protecting his ancestors' home. I used my Diplomacy skill and quickly shouted out in elven, "Greetings brother! We have come to save your ancestors' remains from evil marauders and thieves!" Nevermind that we were the thieves.

Show us *your* game face. Send a photo and a brief description of your gaming background, including your "vital statistics" (years gaming, your "gaming alignment," favorite race, class, and setting) and a short description of your greatest gaming moment. Keep it all under 100 words, and you might see your mug right here. Send us your game face by post or email it to dragon@wizards.com

my enjoyment of my favorite magazine. It's one thing for me, as the DM, to say "you rolled a critical, your mace caves in the orc's head," but quite another thing to see this same scene graphically portrayed.

I have noticed an increasing trend in your magazine toward graphic depictions of gore. I have younger siblings who play D&D and enjoy reading *DRAGON*. Please don't keep me from sharing it with them.

Chris Hein • Escondido, CA

Chris wasn't the only one to chime in about the bloody halfling. Not everyone objected to the gore, however . . .

A Halfling to Play

I am writing to commend the artwork for "Walk & Riddle: The Secret Life of halflings," in issue #285. The after-battle piece in particular has generated plenty of controversy on Internet bulletin boards.

Dennis Cramer's image was effective at shaking up my concept of halflings. I have never wanted to play a halfling. I pictured them as undisciplined busybodies suited only for thieves or sorcerers. However, when I opened my issue of *DRAGON* and turned to that shocking piece of art, suddenly I was envisioning halfling barbarian warriors, monks, and even wizards. If this little guy has enough grit to kill an ogre, he certainly has the tenacity to do much more!

Is this the image of an average halfling? Of course not. Heroes and villains stand apart from the crowd. Their difference defines them, and this is the stuff from which our PCs are inspired.

Many of the message board postings have argued that this image does not in any way connect with the article. I disagree. As I was reading the portion on homecomings, I found myself wondering, could this halfling really go home again? A whole story sprouts from my head about this grim figure. *This* is a halfling I could play.

Thanks for the great work.

Jackie Peckham • Cuyahoga Falls, O

While the artwork caused the most controversy, many readers were more interested in the content of the article, and we received quite a few letters like this one from Chris Talbot.

Brave New Halflings

I just finished reading issue #285 and I must say I was impressed by how James Jacobs convinced me to change my opinion of halflings. As a D&D player for the past thirteen years, I have always disliked halflings because they seemed to be just like humans on a smaller scale. Dwarves, elves, and even gnomes have some characteristics that stand out, but as far as I could always tell, halflings had absolutely no outstanding quirks except that they were nomadic and often worked as rogues. After reading "Walk & Riddle," I've changed my mind. Jacobs added depth and character to the little fellows.

Chris Talbot • Pickering, ON, Canad

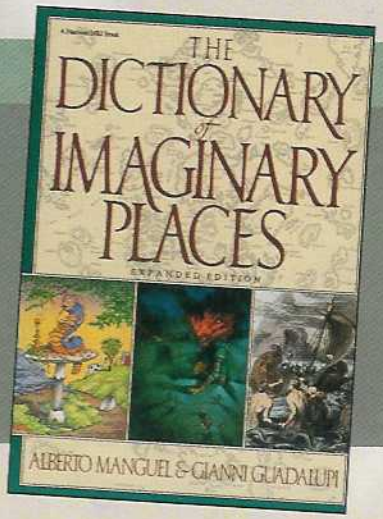
The savage halfling fighter wasn't the only one to draw attention in July . . .

How to Impress Me

The picture on the cover of issue #285—fantastic! When I saw it, I did a doubletake: great picture, great-looking girl. I wish she'd rob my house. Then I realized she was a halfling. Judging by the size of the window and table in front of her, she's also robbing a halfling

random encounters

Everywhere you've never been and never will be in one place—that's what *The Dictionary of Imaginary Places* has to offer. This huge book has information about everything from Atlantis to the Navel of Limbo. Best of all, it has maps of Arkham, the Land of Oz, Middle-earth, Narnia, Never Never Land, King Kong's Skull Island, and more than a hundred other fantastic places. If you need that quick map of a city, island, or unexplored continent, or if you just need a little extra inspiration to design your campaign, this book has loads to offer.



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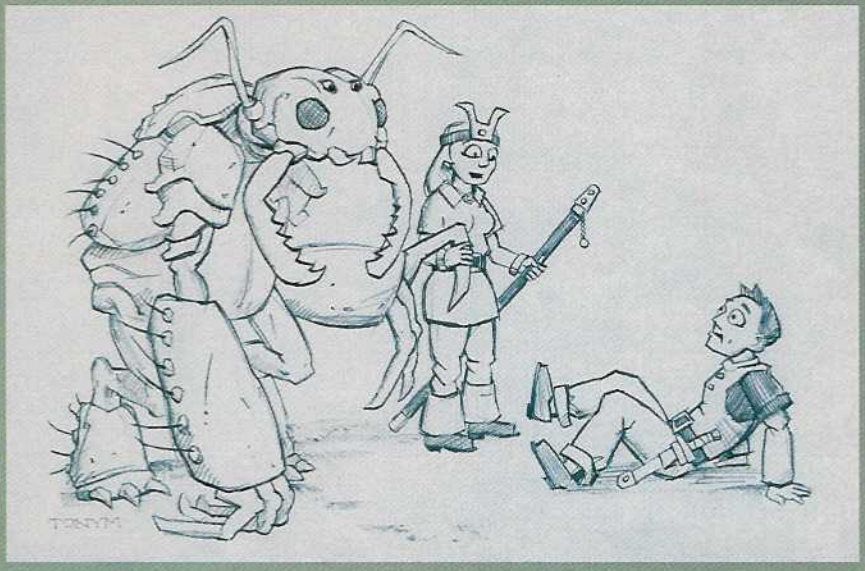


Your mission, should you choose to accept it, is to **WRITE A CAPTION** for this cartoon that will make it funnier than it already is. If you think you're adventurous enough to complete the task, all we ask for proof is that you send your written caption to **Caption/*Dragon Magazine*, P.O. Box 707, Renton, WA 98057.** If your caption is both funny and not more than 8 pounds we will process it through our Jocul-o-tron 2000® to measure its humor quotient. The caption with the highest density of humor will be made immortal, or something.

family, right? Otherwise, she could just be a picture of a great-looking thief that Larry Elmore submitted in response to the request for a cover, or is that big vase actually a normal-sized coffee cup on a footstool in a human household with small windows?

And who thought of the table of contents? It doesn't work for me. When I'm reading a magazine, I really don't mind knowing it's a magazine. The icons would probably be helpful if I could click on them. Next time include the mouse.

The "Bonus! Free poster map" you sent me is pretty useless; I can draw a picture of a city. You want to impress me? Good. Here's how you do it. Spend a few pages populating a city with NPCs, storyline, area legends, laws, and so on. I have over 40 hours invested in a small city, and I'm not even close to finished. A partially-finished city from *Dragon Magazine* that I could plug into my own campaign would be incredibly helpful. In this case, a thousand words is worth far more than the picture you included in the magazine.

Aside from those minor things, you have a great magazine. I don't usually like the "one-themed" approach you take and would prefer more variety every month. However, a new player just entered my campaign, and she's playing a halfling—the first halfling I've ever had in my campaign. I must adm Now I know that they're more than just "little people." Once I'm finished reading the issue, I'm going to pass it on to her so she'll have more background on her character.

The extra monsters and spells will come in handy, too. I think I'll be takin this issue into the bathroom until the next issue arrives.

John Reynolds • Address withh

The bonus map in issue #285 is extr useful to those readers playing the Return to the Temple of Elemental Ev *super-adventure that came out in Ju but our new editor-in-chief agrees t populated locations are a great idea. only a matter of time before we put game stats and the map together.*

Easy to Please

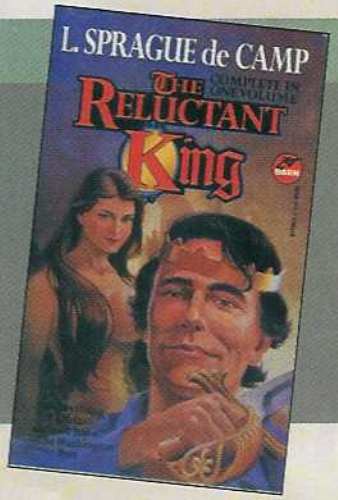
Maybe I'm easy to please, but I've dis agreed with just about every last com plaint about your magazine since the switch to the new edition. Personally, love the magazine, and the new form was instrumental in my choice to sub scribe. This, however, is not a letter praise, but a letter of request.

In issue #274, you included a Legends of Sherwood mini-campaign (which was exceptional, by the way), and since then you've added a new c umn devoted to detailing individual cities that might fit into a D&D cam paign set in legendary Earth. Both of these resources are exactly the type information I seek! I love historical Earth as a setting. It is richer than an published setting ever.

Thus, my humble suggestion is a monthly (or at least occasional) colun devoted to real-life prestige classes based on historical or legendary grou or figures. A few examples include T

random encounters

Every party ought to have a bard! Whether you're a DM who wants to encourage a PC to flesh out his character or a player who'd like assurance that there are heroic bards in fantasy literature, you'll find plenty of inspiration in this re-release of L. Sprague de Camp's trilogy, *The Reluctant King*. All three books are available in one paperback volume from Baen Books. As you can guess from the title, the protagonist didn't train to be a bard, but he sure fits the model of the new edition D&D bard. You can order at www.baen.com. In fact, you can even find some free ebooks there that just might pique your fancy.



Knights Templar, The Order of St. John, Knights of the Round Table, Hashishim (The Shi'it Assassins), The Praetorian Guard, and so forth.

I pray that Wizards of the Coast is at least considering another series like the green "Historical Resource" books of 2nd Edition. I own *The Crusades, The Celts, The Glory of Rome,* and *Charlemagne's Paladins* . . . all exceptional limited resources for an AD&D campaign right here in our own world.

A.J. Dembroski • Fargo, ND

Real history is a great source for D&D adventures, as the cleverest of DMs and players already know. What we need now are more proposals for historical articles, though we already have several smashing historical and legendary (not-quite-historical) campaigns under consideration for future issues. If you have an idea for a shorter historical article, please pitch it to ***dragon@wizards.com.***

What's Missing?

I've been reading *Dragon* since issue #137 and this is my first letter to the magazine. I just want to let you guys know that the magazine gets better with every issue.

Anyway, I noticed the spell on page 47 of issue #285, *blast of air*, states that "sightless creatures are immune to the blinding effect but can still take damage." I'm assuming this means taking damage from the spell itself. Unfortunately, nowhere in the spell description lists any damage rating whatsoever. Was something omitted?

Aurelio Galindo, Jr • Chicago, IL

Assistant Editor Matt Sernett took a long hard look at that spell and said, "Doh!" To fix it, omit the phrase "but can still take damage," and it works just the way it should.

Everybody Loves Ray

Dear Ray Winninger,

I only recently began purchasing *Dragon Magazine*, but from the two issues I have, I must say that it is your articles that I read and reread with the most zeal. The insight, restraint, creativity, and humor you present have impressed me the most, along with the amazing advice for DMs. I only recently started my D&D campaign and almost wish I had started from scratch using your articles as guidance rather than my own interpretations. Your advice allows DMs to create worlds that not only fulfill major portions of what one would consider "right" or "real" in a campaign world, but give it enough depth and exciting traits that it becomes more than an exercise in fantastic verisimilitude.

I now have the hard task of working back through my campaign world and filling in portions in a way that doesn't contradict what the players have currently found to be true. However, your advice makes me feel more comfortable creating worldshattering events, something I tried in my first attempt at DMing but failed to pull off. This column provides a great basis for younger DMs struggling to find what works, what inspires, and what intrigues.

On this note I would like to inquire about the status of the online version of "Dungeoncraft." While watching the forest world surrounding Ironoak was of great interest, I am also very curious about the "Lost World" campaign world that seems to be developing in the current issues of *Dragon*. I am curious whether these are the same worlds, as a lot of points seem to match up between them. Furthermore, how are the updates to the online "Dungeoncraft" articles accomplished? I am anxious to see how you outline the beginnings of a bigger campaign world, as the Ironoak adventures seem focused on keeping close to a homebase.

Thanks again for a great article.

Michael Edwards • Address Withheld

Rockin' Ray responds: "Although there are a lot of similarities between Ironoak and the Lost World, they're not actually on the same planet. The original Ironoak campaign was an attempt to put together a relatively straightforward D&D setting. Since it's a second effort, The Lost World is an attempt at trying something a bit more ambitious that strays somewhat further from D&D's traditions.

As for an online version of the "Dungeoncraft" columns you're in luck! An online archive already exists at ***www.wizards/dragon.*** *New installments show up online about six months after they see print in the magazine.*

Join us again next month to meet the new editor-in-chief, take a long look at the afterlife, learn the secrets to creating a great mystery adventure, and creep about in a graveyard or two!

Nodwick
SAY, ARTAX? YOU KNOW HOW YOU'RE GOING TO PLANESHIFT US TO THE ELEMENTAL PLANES FOR OUR NEXT ADVENTURE?
YES...
NODWICK, YEAGAR AND I WERE HOPING WE COULD MAKE A FEW DETOURS WHILE WE WERE OUT AND ABOUT!
"THE ELEMENTAL PLANE OF FERMENTED BEVERAGES."
"THE ELEMENTAL PLANE OF BACK SUPPORT DEVICES."
"THE ELEMENTAL PLANE OF HOT FUDGE AND MARSHMALLOWS."
I PICKED THAT LAST ONE! I BET YOU JUST CAN'T WAIT TO FIND OUT WHAT IT'S LIKE, HUH?
ACTUALLY, I'M NO INTERESTED IN WH YOU GOT THESE BROCHURES...

ALL I NEED TO KNOW I LEARNED FROM D&D

SO THIS LOUSY DWARF WITH BOOTS OF SPEED . . .

by Gary Gygax

ENTER OBMI

Much of what is now taken as standard and hackneyed in the D&D game was all new back in 1972 and 1973. Working feverishly to keep ahead of the eager players, I created levels of the Greyhawk Castle dungeons at a rate of one a week. Even with outdoor adventuring forays into the City of Greyhawk, the many PCs involved in the campaign wanted to dungeon crawl over all else. As a result, I populated levels hastily, generally without regard for "ecology," with an aim toward challenge, surprise, and diversity. When there was time, I could change the single-line encounter entries or expand them easily. The key was to make the encounter fun.

When populating the third level, I decided to spice up a visually interesting complex near the center of the dungeon. My notes indicated gnolls, but because the section was difficult to find and had a large chamber, something special seemed appropriate. I decided that the place was formerly a magical laboratory, and I placed a non-magical dwarf there. I named him "Obmi" for no particular reason other than whim and gave him *boots of speed* and a *dwarven thrower*. The former made him fast, something dwarves aren't, and the latter, tough, so as to command the gnolls.

Obmi had several gnoll assistants who wheeled a magical device he had discovered. The machine projected a 10-foot-diameter beam of 90-foot length that sent those in its path off in the opposite direction. To be fair to the PCs, a successful save versus magic would allow them to avoid being sent away. All was ready for the intrepid dungeon delvers to discover.

The initial encounter went off exactly as I had envisioned. The party met and fought the gnoll guards. Even as they dropped the last of the ugly humanoids, there appeared Obmi and his assistants with "some odd device on wheels." The party's rush to assail the new foes suddenly landed them all well outside the complex wondering what had happened. They immediately made a second attempt, and this time some of the characters made their saves. These retreated hastily nonetheless, when arrows and blows from the *dwarven thrower* wrought their own special "magic."

Disgruntled but not discouraged, the team retired from the dungeons to restore hit points, plan, and return with reinforcements. From this point commenced a get-that-lousy-dwarf crusade. After a number of forays and much bloodshed, the party finally managed to succeed in their mission. Of course, to accomplish this they had to use spells, and the *lightning bolt* that knocked out the repulsion ray projector also permanently destroyed the machine. (Yes, this was arbitrary DMing at its finest.) With their perimeter pierced, Obmi and his gnolls fought a valiant but hopeless battle to drive out the intruders. Being what he was, the dwarf fought to the last gnoll, then took to his heels.

The outrage evident in the players at this escape was marvelous. They really had grown to hate Obmi, and when the dwarf eluded their clutches they vowed to hunt him down and exterminate him. That vocal hostility made it certain that Obmi would live on for a long time, naturally. The first real villain of Greyhawk Castle was thus born. Thereafter, Obmi would pop up here and there, wreak havoc, and then slip away to fight another day.

When the focus of the campaign moved from the Greyhawk area, Obmi went with the tide. His next major appearance was in the Hall of the Fire Giant King. Ah, the depths of dwarven depravity, working with giants! Those familiar with the Gord the Rogue books know that this vileness was but the tip of Obmi's evil, of course.

The moral to this account is twofold: To have really meaningful adventures, you need antagonists who are really despicable, worthy opponents not easily eliminated. At such time as the career of an arch-villain is ended, be sure to have another just a bit worse waiting in the wings to take center stage.

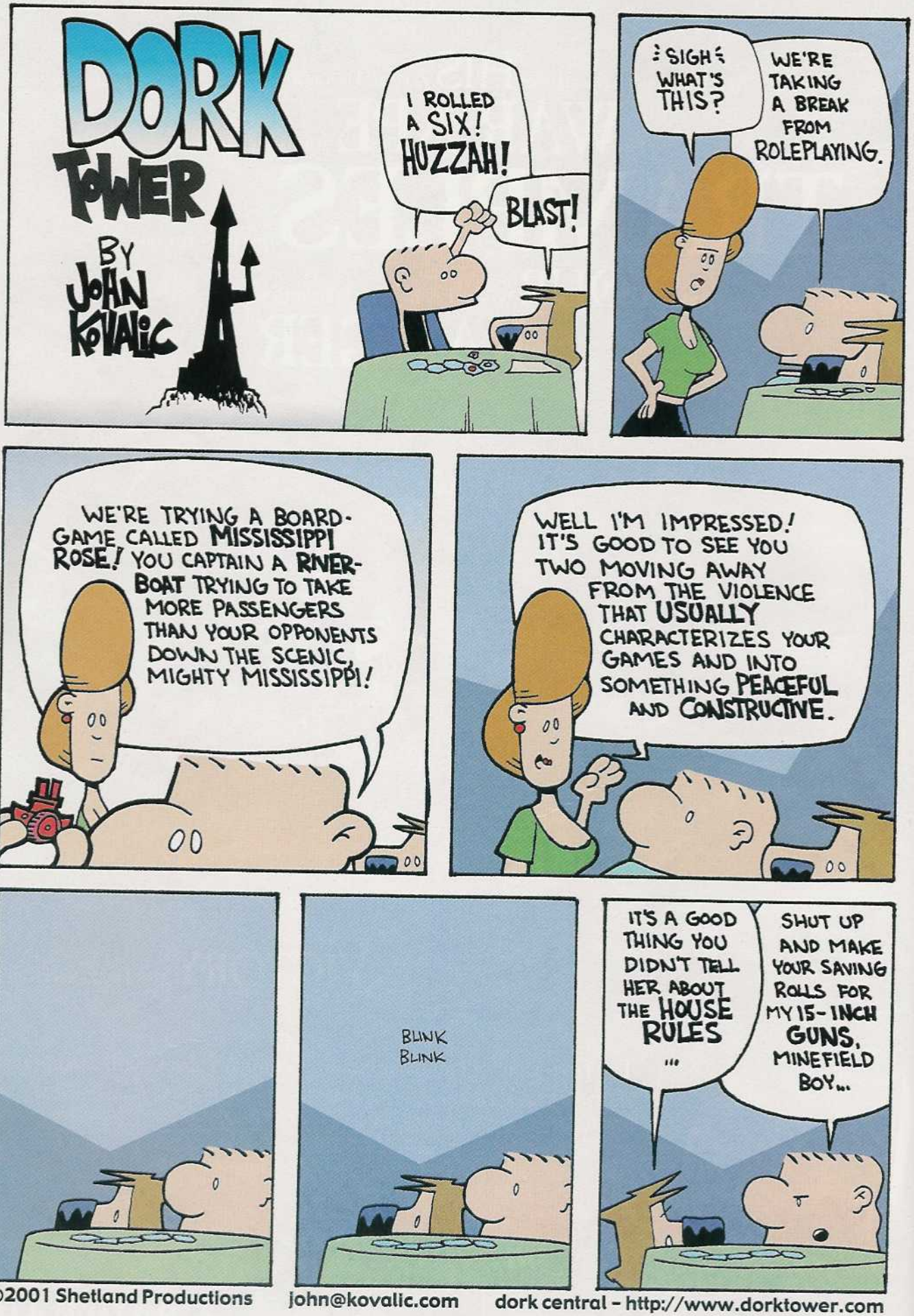
EXIT OBMI

Little need be said in this regard, other than, *enter luz!* Well, okay, not luz in person, but minions who were worse than the annoying dwarf for sure. D

GAMING LESSONS

What have you learned about D&D or life in general from your own gaming experiences?
Have you run or dealt with a villain like Obmi before?

Tell us all about it by writing a letter to "Up on a Soapbox" at 1801 Lind Avenue S.W., Renton, WA 98055, or send us an email at **scalemail@wizards.com**.


DORK TOWER
BY JOHN KOVALIC
I ROLLED A SIX! HUZZAH!
BLAST!
:SIGH: WHAT'S THIS?
WE'RE TAKING A BREAK FROM ROLEPLAYING.
WE'RE TRYING A BOARD-GAME CALLED MISSISSIPPI ROSE! YOU CAPTAIN A RIVER-BOAT TRYING TO TAKE MORE PASSENGERS THAN YOUR OPPONENTS DOWN THE SCENIC, MIGHTY MISSISSIPPI!
WELL I'M IMPRESSED! IT'S GOOD TO SEE YOU TWO MOVING AWAY FROM THE VIOLENCE THAT USUALLY CHARACTERIZES YOUR GAMES AND INTO SOMETHING PEACEFUL AND CONSTRUCTIVE.
BLINK BLINK
IT'S A GOOD THING YOU DIDN'T TELL HER ABOUT THE HOUSE RULES ...
SHUT UP AND MAKE YOUR SAVING ROLLS FOR MY 15-INCH GUNS, MINEFIELD BOY...

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DREAMLANDS
VARIANT PLANES OF DREAMS

by Jeff Grubb • illustrated by Scott Fischer

The *Manual of the Planes* opens the doors of existence and lets you create new planes and new cosmologies. One of the many variant cosmologies presented in the book includes the Region of Dreams, also called Dream. The Region of Dreams is a highly morphic plane accessed by natural dreamers as well as by individuals with the proper spells and feats. But it is far from being the only potential Dream.

Presented here are four *other* types of Dream planes you can use in your campaign. One casts Dream as a sprawling plane used to travel in a manner similar to the way some characters use the Astral or Ethereal Planes. The second posits that when we dream we open ourselves to the energies of a roiling, violent energy plane of primal dreams. The third suggests that dreams are the responsibility of great gods, and that their plane is an Outer Plane akin to those of the Great Wheel. The last rejects the idea that dreams are part of any plane but rather that they belong to the individuals who dream them.

Each of these variant Dream planes is built around a different concept, so its rules reflect its own private reality (or lack thereof). These planes do not match the Region of Dreams as presented in the *Manual of the Planes*, allowing a wide variety of utility for Dream planes and activity for those who travel them. Further, these various presented Dreams are mutually exclusive—each description assumes there is only one plane of dreams. Choose the Dream you like best, or draw inspiration from these to build your own Dream.

THE DREAMTIME: A TRANSITIVE PLANE OF DREAMS

Dreams are a single dimension where all dreamers go when they are asleep. It is a common ground, a set location that cannot be affected by the dreamer's will.

The Dreamtime is an ancient plane that lies alongside our own, overlapping it in much the same way as the Astral Plane does. It is said that our Material Plane is merely the dream of this plane. The Dreamtime appears as the Material Plane would appear in the far distant past: The forests are huge and overgrown, the deserts are great fields of grain and wildflowers, and the mountains still stand tall, unworn by the lathe of time. Wondrous constructs such as flying cities and shining roads appear on this landscape, the permanent remnants of primeval dreams of great power.

Through this landscape pass the dream-forms of various dreamers. They are faint, translucent, incorporeal forms that move through the landscape without apparent purpose or direction. Pulsing lights like miniature comets rocket through the landscape, the effects of the *dream* spell or the urgent communications from more powerful beings to the slumbering minds of the dreamers.

The Dreamtime is coterminous with the Material Plane and all other planes that have native creatures that dream in the same fashion as mortals. This might include or exclude particular planes in your cosmology depending on whether their natives dream. In general, undead, constructs, elementals, and plants do not dream, while other types do (with the notable exception of the elves of the Material Plane, who instead have a trancelike meditative state). When a creature dreams, it naturally enters into this domain, though normally the dreamers do not pass far from their physical location.

The Dreamtime can be accessed by the *dream travel* spell (see the *Manual of the Planes*), which allows physical creatures to move through these landscapes. It's possible, as described in the spell, to cover vast distances in the waking world using this spell. Unlike the

THE DREAMTIME

The Dreamtime has the following traits:

Light Gravity: The Dreamtime has Light Gravity. All items weigh half as much, weapon ranges double, and characters gain a +2 circumstance bonus to Climb and Jump checks. Characters in the Dreamtime also suffer a -2 circumstance penalty to attack rolls as well as Balance, Ride, Swim, and Tumble checks. Falling damage is reduced to 1d4 points of damage per 10 feet of the fall.

Flowing Time: Time flows differently in the Dreamtime than in the waking world. For each ten minutes of time that passes in the Material Plane, a single minute passes in the Dreamtime.

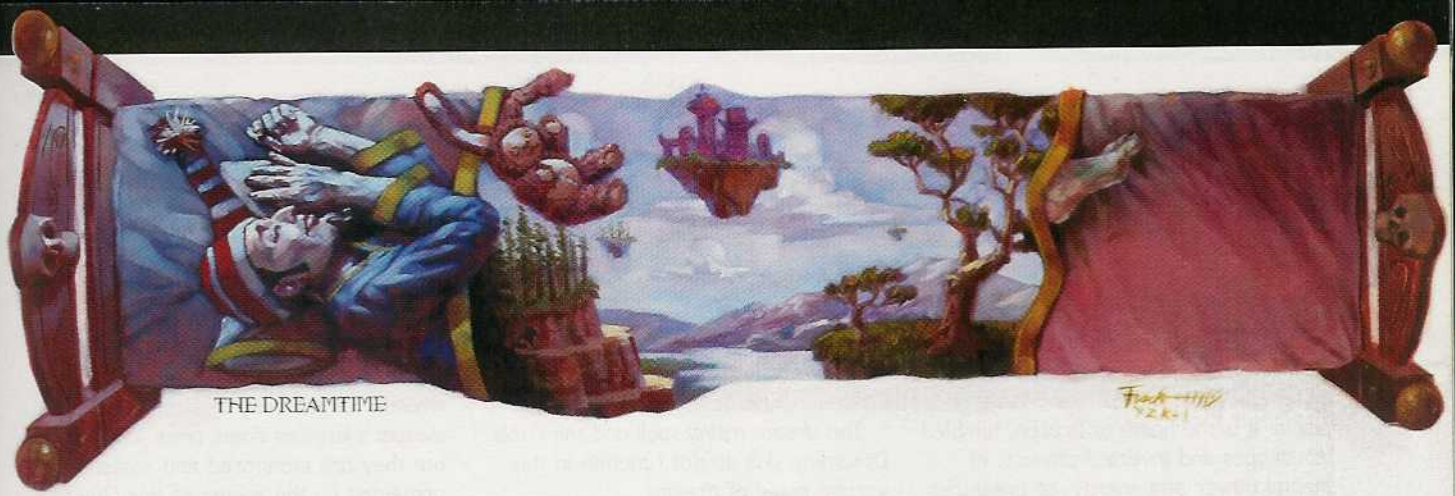
Infinite Size: The Dreamtime has no bounds, and it reaches everywhere that creatures dream.

Static Objects: The landscape of the Dreamtime is hard to modify. Moving an unattended object requires a DC 16 Strength check. Particularly heavy objects might be impossible to move despite the light gravity. If major changes are made to the countryside, they have a tendency to "heal" over time, returning to their original state.

No Elemental or Energy Traits.

Mildly Neutral Aligned: Specific locations might be more strongly aligned, depending on the alignment of the plane the Dreamtime mirrors.

Impeded Magic: All magic is impeded in the Dreamtime, a reflection of the sheer lassitude of the plane. To cast a spell or use a spell-like ability, the caster must make a Spellcraft check (DC 15 + the level of the spell).



Region of Dreams, the Dreamtime has no Dreamheart, though the time limitation still applies for reaching other planes using the Dreamtime. Note that the Dreamtime of other planes reflect the dreams of their inhabitants (demons, devils, and deities), so they might pose a hazard to the traveler. The Dreamtime does not connect to the Ethereal or Astral Plane, nor to the Plane of Shadow, though night hags in the Ethereal Plane can use their heartstones to access the dreams of nearby Material Plane dreamers.

The Dreamtime is mostly inhabited by the dreamforms of various sleepers in the world. Most of the time these dreamforms remain close to the their original bodies, and the sleepers wake with little memory of what they experienced. Occasionally dreamers wander (or are taken) to the far fringes of the Dreamtime, or else they are tormented by night hags and other foul creatures.

Dreamforms are incorporeal but as fragile as bubbles. The dreamforms (as opposed to physical bodies traveling through the Dreamtime) have the statistics of their original forms, but any damage they suffer forces a Will saving throw (DC 20); failure indicates that the sleeper awakens and leaves the Dreamtime, and her dreamform disappears. If the dreamer's dreamform is slain, then the dreamer automatically awakens. A dreamer awakened in this fashion must succeed at a Fortitude saving throw (DC 25) or suffer 1 point of temporary Constitution damage. Night hags know how to torment their victims without injuring them to the point at which they awaken. All other damage done to a dreamform does not carry over into the waking world.

Dreamforms tend to be somnambulistic and introspective to the point that they rarely interact of their own volition with other dreamers or inhabitants of the Dreamtime. As an option, you can allow an individual with the Lucid Dreaming skill (see the *Manual of the Planes*) to move around of her own volition by making a Lucid Dreaming check (DC 20).

If attacked, dreamforms respond in kind, and their dreamforms inflict damage as their real forms. It's possible to communicate with dreamforms, and cast enchantments and other spells on them. Any mental enchantment cast upon the dreamform (*suggestion, charm*, and so forth) remains in effect once the sleeper awakens, with the duration of the spell starting with the individual's awakening.

THE DREAM ENERGY PLANE: AN INNER PLANE OF DREAMS

Dreams are the building blocks of reality, a primal energy like life and death itself, a force that is used by living creatures to their own ends. Like any primal elemental material or energy, it is toxic in its pure form, and its native plane is dangerous to the traveler.

When someone dreams, he does not enter any dream plane. He exposes himself to the vibrant raw energies that make up the Dream Energy Plane. These energies cause the dreams that most creatures have, and they provide rest to their physical forms and passion to their minds. In their base state,

NEW MAGIC ITEMS

THE MIRROR OF DREAMS

This small (10 inch diameter) silvered glass mirror is set into an ornate frame, usually of gold or mithril. The mirror allows an individual to access the Dreamtime as if by the *dream travel* spell. The user (and those accompanying the user) are drawn bodily into the Dreamtime and remain there for up to 16 subjective hours. At the end of that time, if the individuals have not left the Dreamtime, they will be returned to the Material Plane in a random place within 500 miles of their original location.

Note: Should the DM choose to use the Region of Dreams, another dream option, or one of his or her own creation, the *mirror dreams* can be adapted similarly, provided that the *dream travel* spell operates in that version of Dream.

Caster level: 15th
Prerequisites: Craft Wondrous Item, *dream travel*
Market Price: 40,000 gp
Cost to Create: 20,000 gp + 1,600 XP

FIGURINE OF PROTECTION FROM DREAMS

This cloth figurine, usually of a humanoid or totemic animal, provides the dreamer with protection from attacks through the Dreamtime. The individual cannot be affected by creatures or abilities that affect dreams and is treated as an elf with regards to the *dream* spell, the dream haunting ability of night hags, and similar effects. While using the figurine, the dreamer cannot use the Lucid Dreaming skill.

This protection lasts for as long as the dreamer wills. Should the dreamer choose to drop the protection while in Dreamtime, it cannot be resumed while dreaming, and she becomes vulnerable to dream-related attacks and interactions.

In the Dreamtime, an individual with the figurine appears as a statue, and she cannot be affected by effects of the plane.

Caster level: 10th
Prerequisites: Craft Wondrous Item
Market Price: 40,000 gp
Cost to Create: 20,000 gp + 1,600 XP

however, these energies can be deadly.

Like the other Inner Planes, the Dream Energy Plane is a hostile, caustic place. It is akin to the Dreamheart of the *Manual of the Planes* Region of Dreams, but it is under the effects of a continual Dreamheart Tempest. It is an eternal roiling storm, a cascading rain of fragmented matter, and a cacophony of screams that makes Limbo look placid. It is the home of broken, tumbled landscapes and inverted physics, of mental power and energy, of creatures conjured from the dreams of children and the nightmares of kings.

The Dream Energy Plane can be accessed as any Inner Plane in your cosmology; it is separate from the Material Plane. It can be accessed by spells and portals that utilize the Astral Plane, and natural gates to it can be found in the Astral Plane. It is neither coexistent nor coterminous with the Ethereal Plane or the Plane of Shadow.

The *dream travel* spell and the Lucid Dreaming skill do not function in this variant plane of dreams.

DREAM ELEMENT CREATURES

Dream element creatures dwell in the Dream Energy Plane, though rogue dream element creatures sometimes appear on other planes. They appear to be slightly translucent and range in hue from a rainbow of ever-shifting colors to the primal black of a creature of the Plane of Shadow. Their eyes and mouth, if any, always glow yellow.

CREATING A DREAM ELEMENT CREATURE

"Dream Element" is a template that can be added to any corporeal creature of the following base types: aberration, animal, beast, giant, humanoid, magical beast, monstrous humanoid, plant, or vermin. The creature's base type changes to "elemental (dream)." It uses all the base creature's statistical and special abilities except as noted here:

Hit Dice: Change to d8.

Attacks: Unchanged, but they become incorporeal.

Damage: The creature does not cause normal damage but instead inflicts Wisdom damage according to its hit dice (see below).

Special Attacks: A dream element creature retains all the special attacks of the base creature except those that are delivered by a touch attack. In addition, the creature gains the following:

Wisdom Damage (Su): The touch of a dream element creature deals a variable amount of temporary Wisdom damage to a living foe, including those incapable of dreaming, such as elves. A creature that is reduced to 0 Wisdom by a dream element creature retreats into a comatose state, plagued by the vicious visions of the Elemental Plane of Dreams.

Special Qualities: A dream element creature retains all the special qualities of the base creature and also gains the following:

- **Elemental:** Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits.
- **Endure Elements:** Ignore the first 5 points of sonic, electrical, cold, fire, and acid damage each round.
- **Incorporeal:** Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will and its attacks can pass through armor. Always moves silently.
- **Darkvision:** Range of 60 feet.
- **Damage Reduction:** The creature gains damage reduction according to its hit dice, as noted on the table below:

Hit Dice	Damage Reduction	Wisdom Damage
1-3	-	1
4-7	-	1d2
8-11	5/+1	1d3
12+	10/+1	1d4

If the base creature already has one or more of these special qualities, use the better value.

Saves: Same as the base creature.

Abilities: Same as the base creature. However, it lacks a Wisdom score.

Skills: Same as the base creature.

Feats: Same as the base creature.

Climate/Terrain: Any land and underground.

Organization: Same as base creature.

Challenge Rating:
Up to 3 HD, same as base creature +1
3 HD to 7 HD, same as base creature +2
8+ HD, same as base creature +3

Alignment: Same as base creature.

Advancement: Same as base creature.

THE DIVINE DREAM: AN OUTER PLANE OF DREAMS

There is a sentient thought behind dreams, a great being that shepherds the individual dreams and watches over dreamers.

Each night with slumber, dreaming individuals make contact with this plane, whether or not they realize it. A sleeper's dreams come from within, but they are monitored and sometimes protected by the agents of this Outer Plane. These agents often allow minor night terrors, but—if properly propitiated—they provide protection from true nightmares. Some of its natives make it their job, however, to spread terror and fear to maintain their own power over dreams.

All agents of the Divine Dream, whether benign or malicious, ultimately report to a single great goddess, Hypnatia. She is ruler of this plane, and it has been guessed that she is nothing more than a dream incarnate, a dream of the universe itself, and that she has been charged with keeping the mechanics of sleep in constant and smooth operation.

The Divine Dream can be reached through the Astral Plane via those spells and abilities that utilize the Astral. It can also be reached by the Ethereal Plane, through weaknesses in the planar membrane that exist near sleeping individuals; treat these as portals that require a Knowledge (planes) check (DC 20) to utilize. The Divine Dream does not connect directly to the Plane of Shadow, though portals to other Outer Planes are said to be more common as one travels away from Hypnatia's Castle.

The *dream travel* spell allows the individual to reach the Divine Dream (after 1d4 hours of travel). Individuals can use *dream travel* to move their bodies physically into this plane, but they cannot use *dream travel* to move great distances in the Material Plane because the Divine Dream is not coexistent with the Material Plane.

The Lucid Dreaming skill allows a dreaming individual to leave his dreamscape and enter the Divine Dream with a successful skill check (DC 25). Once in the Divine Dream, lucid dreamers can modify the landscape as described by the skill, but altering the domains under the direct control of Hypnatia or her children is a difficult task (Lucid

THE DREAM ENERGY PLANE

Dreaming check, DC 35). At the DM's option, the Divine Dream can replace the center of Dreamheart if using the Region of Dreams.

The Divine Dream is a plane of eternal twilight, lit by an eternally waxing moon and a spill of thousands of stars across the dome of the sky. Fireflies and luminous lichen provide enough light for vision, even reading. The air is fresh, the breeze mild and cool. All paths eventually lead to the Castle of Hypnatia, the goddess of sleep and dreams.

Hypnatia's Castle sprawls over a rising promontory at the heart of the plane. Its features vary according to the perceptions of its visitors. Its architectural style and arrangement of rooms seem different to each individual, and often change from visit to visit for a particular traveler. Whether this flux is the result of some influence on the visitors' senses or of Hypnatia's own morphing of her domain is unknown.

It's said that at the heart of the Castle is a great chamber in which Hypnatia herself tends to the dreams of the gods. These are powerful, potent dreams that, unless carefully monitored, unleash the pure power of the gods upon the waking world, resulting in floods, earthquakes, revolutions, and persecution.

Hypnatia is aided by both her children, an unknown number of lesser gods, as well as petitioners who have served the goddess in life and now are melded with their dreams in the afterlife. In addition, she has more mundane servants including fey and dream element creatures (see sidebar).

THE DREAM DEMIPLANES: YOUR OWN PRIVATE DREAM

All Dreams are individual, personal, and unique. While some creatures can move between dreams, this ability is beyond the ordinary dreamer.

When one dreams, one creates. One extrudes one's consciousness into the Ethereal Plane and fashions from it a small pocket of semi-reality. This fashioning is determined by the dreamer's own subconscious.

Each Dream Demiplane is unique to the dreamer. Use the Random Demiplane Generator tables in the *Manual of the Planes* for an initial state. Those dreamers with the Lucid Dreaming skill can modify these traits as they would a dreamscape.

The Dream Demiplanes exist as invisible bubbles within the mix of the Ethereal Plane, unnoticed by most travelers. Creatures such as night hags know how to sniff out or spot these bubbles automatically, but an Ethereal traveler can spot the entrances to these demiplanes only with a successful Spot check (DC 25). These entrances are apparent only when the individual is in light slumber; when a dreamer is wrapped deep in dreams, these apertures close. A traveler can leave a Dream Demiplane for the Ethereal as a standard action with a successful Will saving throw (DC 30). The Dream Demiplanes do not exist where a co-existent Ethereal Plane is missing.

The Dream Demiplane can also be reached with the *dream travel* spell, should the travelers be touching the

THE DREAM ENERGY PLANE

The Dream Energy Plane has the following traits:

Objective Directional Gravity: The Dream Energy Plane has gravity of the strength of the Material Plane; however, it can be in any direction at any time, and it changes with the capricious whim of the storm. Flight magic is highly recommended for those traveling through the plane.

Normal Time.

Infinite Size: The Dream Energy Plane is infinite, containing the dreamstuff for every dreaming being in the cosmology. It is the creative sun that warms the souls of the multiverse.

No Elemental Trait: The Dream Energy plane has no dominant elemental trait, but each round an individual is in the Dream Energy Plane, he takes 25 points of damage: 5 points each of sonic, electrical, cold, fire, and acid. Magical protection can reduce this damage, but the Dream Energy Plane provides no solid shelter, and the attacks come from all directions.

Dream Energy Trait: The Dream Energy Plane has an energy trait unique to itself, the power and thirst of dreams themselves. Each round spent in the Dream Energy Plane, the traveler must make a Will save (DC 25) or permanently lose 1 point of Wisdom. At 0 wisdom, the traveler slips into a comatose state, and as he dies of dehydration and starvation, his soul and animating force is used to spawn more dream element creatures (see sidebar).

No Alignment Trait.

Impeded and Wild Magic Traits: The Dream Energy Plane is both more resistant to spellcasting and more capricious in the results of that spellcasting. Each time a spell or spell-like ability is cast, the user must make a Spellcraft check (DC 15 + level of the spell) to cast it, and then make a level check (1d20 + spellcaster level) against a DC of 15 plus the level of the attempted spell to avoid the effects of Wild Magic (see the *Manual of the Planes*).

THE DIVINE DREAM

GODS OF THE DIVINE DREAM

HYPNATIA (GREATER GODDESS)

Mistress of Dreams, Slumber
Symbol: A golden ring
Alignment: LN
Portfolio: Dreams and sleep
Domains: Law, Luck, Protection, Strength
Favored Weapon: Heavy mace

Hypnatia appears to mortals as a woman with long, flowing hair that streams into the darkness behind her. Some say that she is the embodiment of the Divine Dream. Others put forward the idea that all reality is but her dream and, should she ever awaken, the universe will cease to exist.

Hypnatia rules from her crystalline castle at the heart of her domain, where she is served by a number of petitioners who have merged with their dreams upon their deaths.*

The Mistress of Dreams is said to have thousands of children who work dreams small and large, who tame nightmares and hunt night hags, and who keep the universe working on her behalf. She has two children of note, Phobetor and Phantasia, whose conflicts are commonplace in the Divine Dream, and whose intrigues frequently spill over into the Material Plane.

Clerics of Hypnatia believe in the power of dreams and visions, and they often seek out signs and oracles to reveal the best course of action.

PHOBETOR (LESSER GOD)

Bringer of Nightmares, King of Foul Dreams
Symbol: A crimson skull, laughing on a black field
Alignment: CE
Portfolio: Nightmares, insomnia, guilt
Domains: Chaos, Evil, Destruction, Trickery
Favored Weapon: Whip

Phobetor looks like a hulking figure in demonic armor with glowing red eyes, armed with a hooked sword with which he pulls out the dreams of sleeping individuals and tortures them.

Regardless of the number of Hypnatia's children, Phobetor the fear-bringer is the youngest. He is the master of night-terrors and fear-sweat dreams. He enters individual dreams in the same manner as a night hag, tormenting the poor dreamer until dawn (with similar effects). His minions are the darkest of dream creatures, and he delights in persecuting those who have restful sleep, much to his mother's dismay.

Clerics of Phobetor believe in the virtue of terror, that only by showing others the deadly power of dreams can they retain their power. Out of fear comes strength, and out of strength comes the power of fear.

PHANTASIA (LESSER GODDESS)

Lady Inspiration, Queen Muse
Symbol: A white mask with a manic grin on a field of blue
Alignment: CG
Portfolio: Ideas, invention, imaginations
Domains: Chaos, Luck, Good, Destruction
Favored Weapon: Short sword

Phantasia is depicted as a slender, short-haired woman, clothed in a simple shift. Her image usually appears with half-elven characteristics and spiked, blonde hair. She often wears a manic, feral grin.

Phantasia is the eldest of Hypnatia's children, and the first of her lieutenants in the waking world. It is she who visits the dreams of philosophers and poets, engineers and inventors, bringing with her the bright light of revelation and the fire of inspiration. Unfortunately, these truths can be too much for the dreamer, and the effects are similar to an attack of a night hag. The only difference is that, upon waking, the exhausted individual is usually fired with a desire to make manifest his dreams.

Clerics of Phantasia believe in innovation and novelty. They recognize that the old must be swept away to create anew. Though she battles her youngest brother on a regular basis, she is no more welcome than her sibling among the waking people, and her mother has had to rein her in on several occasions.

* These petitioners use the Petitioner template from the *Manual of the Planes*, with the following additions:
• The petitioner has immunity to mind-influencing effects, as well as acid, cold, electricity, and fire resistance 5.
• The petitioner gains fast healing 1.
Exceptional petitioners retain the feats and skills they had in life.

THE DIVINE DREAM

The Divine Dream has the following traits:

Normal Gravity.

Normal Time.

Infinite Size: As the other Outer Planes, Divine Dream is infinite, though its heart is Hypnatia's Castle. The wild dreams that lie on the far edges of her domain are the stuff of legend.

Divinely Morphic: The Divine Dream can be modified by gods and similarly powerful forces. It is treated as alterable morphic by lesser beings.

No Elemental or Energy Traits.

Strongly Neutral Aligned: A -2 circumstance penalty to all Intelligence-, Wisdom-, and Charisma-based checks applies to any creature that is not neutral, for each alignment that is not neutral. Thus, lawful good or chaotic evil individuals suffer a -4 penalty, while neutral good or lawful neutral individuals suffer a -2 penalty.

Impeded Magic: All magic is impeded on the Plane of the Divine Dream. To cast a spell, the caster must make a Spellcraft check of DC 15 + the level of the spell. Within Hypnatia's Castle, this difficulty increases (DC 25 + the level of the spell).

THE DREAM DEMIPLANES

dreamer when the spell is cast. As dreams are individual, it is normally impossible to move from one dream to another or to make long distance travel using the *dream travel* spell.

The dreamer is embodied in her dream in a dreamform as described in the Dreamtime entry, except that the form is corporeal and only death forces the dreamer to awaken. So long as the dreamer does not understand she is dreaming, she is affected by the environment and inhabitants of her dream as normal. Dreamers with the Lucid Dreaming skill can realize they are dreaming with a successful Lucid Dreaming check (DC 5). Doing so makes the dreamer immune to the effects of the environment or creatures of the Dream Demiplane. Other creatures who enter the demiplane are not so lucky; they are affected by the creatures and environment regardless of whether or not they understand they are in a Dream Demiplane.

It's difficult to make a dreamer realize she is dreaming. Creatures attempting to do so must make a Diplomacy check (DC 15 + 1/point of damage suffered while dreaming). Success indicates that the dreamer must make a Will saving throw (DC 20). Success at that saving throw indicates that the dreamer realizes she is dreaming.

Ghosts can access the dream demiplanes, but they manifest within that plane once they do so and are under the same restrictions as any traveler when attempting to leave. They often offer dire warnings or threats within the demiplanes, but usually do not attempt to harm the dreamer; any damage inflicted disappears when the dreamer awakens. Much less benign are night hags, who lurk in the Ethereal Plane looking for dreamers to use their heartstones on.

Most Dream Demiplanes are temporary things, and once the dreamer wakes, they slowly fade. Creatures not native to the Dream Demiplane have 1d4 rounds in which to escape (Will saving throw, DC 30). If the dream collapses before a creature escapes, the trapped individual is cast out of the dream, suffering 1d4 points of temporary Intelligence and Wisdom damage.

Some dream demiplanes, particularly those crafted by individuals with the Lucid Dreaming skill, maintain a sense of permanence. They can be visited again and again; more importantly, they maintain their sense of reality after their dreamer's demise. These become permanent demiplanes, with traits as dictated in the *Manual of the Planes.*

D

AN ORIGIN TALE AND ITS EFFECT ON THE DIVINE DREAM

At the beginning of time, the universe slept, and in sleeping, Hypnatia ruled all. Yet the time came for the universe to awaken, and Hypnatia demanded that all beings sleep and return to her land on a regular basis. She went to the original fey Lords and asked if they would aid her as her servants in the awakened universe. The fey agreed, but their cousins, the elves, utterly rejected Hypnatia and rebelled against the Fey Lords. For this reason, the elves do not sleep, while the fey folk serve as agents of Hypnatia and her children.

The night hags were originally Fey in the service of Hypnatia, but their cruelty was too much for Hypnatia to bear. Thus they were cast out, and now they torment dreamers from the Ethereal Plane. It is said that Phobetor still supports the night hags clandestinely, protecting them from his mother's ire.

Game Notes: *Using this option, fey creatures gain the ability to* dream travel *once per day as 15th-level sorcerers. Fey creatures on the Prime Material Plane are agents of Slumber, sent there for a particular mission.*

THE DREAM DEMIPLANES

The Dream Demiplanes have the following traits:

Subjective Gravity: The demiplane's gravity is dictated by the dreamer or determined randomly.

Time Trait: Time in a Dream demiplane usually flows at the same rate or faster than normal. Roll on table 8-4 but treat a result of 81-100 as Flowing Faster.

Finite Size: Dream Demiplanes can be any size, but they are always finite.

Morphic Trait: The demiplane's morphic trait is dictated by the dreamer or determined randomly.

Energy or Elemental Traits: The demiplane's elemental and energy traits are dictated by the dreamer or determined randomly.

Alignment Trait: The demiplane usually shares the alignment of the dreamer. Roll on table 8-7, but consider a roll of 01-60 as "mildly the dreamer's alignment," and treat any other result normally.

Magic Traits: Magic use within the Dream Demiplane is as normal; however, spells cast by the dreamer within her own Dream Demiplane do not count against those of the dreamer in the waking world.

WHEN CELESTIALS ATTACK

THE GOOD FIGHT GOES BAD

by Todd Crapper • illustrated by Greg Staples

As an adventurer, you cannot step boldly onto another plane believing that everything is exactly as it was on your home plane. When you embark upon a planar adventure, you can bet you'll encounter things you never expected. The outer planes have different rules; even something so basic as gravity can become subjective. So it shouldn't be surprising that the definition of "Good" might be subject to some interpretation. Differences of opinion on such a fundamental level can lead to conflict. This is especially true with celestials, the creatures of the Outer Planes that define goodness.

There are plots and strategies waged non-stop in the outer planes, and celestials are not above such conflict. They have their goals to strive for and their vision of what is best. Some of them wish to stamp out Evil at all costs, some want to save evil creatures from themselves, and others just do as their deities command, trusting in the morality of a higher power. The desires of an adventuring party are minor in comparison to those greater demands, so it's natural for conflict to erupt—even with those who are supposed to be on your side.

Surely not every celestial will butt heads with the PCs. Most are so spotlessly good that they shun any action that could be considered questionable. But no matter how good they are as a whole, all celestials have quirks, faults, and habits that set each one apart as an individual. Whenever a party of adventurers spots a pit fiend, they expect violence and bloodshed each and every single time. With a solar, the party expects an ally and powerful acquaintance. In some cases, they might be wrong.

This article describes how each of the ten celestials can be used as an antagonist in an adventure or campaign. All but two can be found in the *Monster Manual;* the leonal and the firre can be found in the new *Manual of the Planes.* Be forewarned, though: Once you choose to use celestials as antagonists, your players might never view them the same way again.

LANTERN ARCHON

These bundles of light look like will-o'-wisps with a glow large enough to light up a room. Unlike the cold tomb-light of evil will-o'-wisps, the lantern archons' warm glow is a visible representation of their goodness. Their bodies are collections of virtuous feeling that have been given physical form. They exist to offer whatever small amount of aid that they can to those mortals who need it. They act as the squires and servants of more powerful celestials, and they can be called on by any celestial to perform their sacred duty. Commonly acting as helpful guides in the more treacherous terrains of the Upper Planes, they are often summoned by more powerful celestials as roaming light sources and companions for those who must venture into the dark and unsettling Lower Planes.

Their low Intelligence score makes them capable of completing basic tasks, but it doesn't give them a great capacity to work around any problems that might occur. No matter what obstacle might be thrown in front of them, a lantern archon will always attempt to walk the line that was pointed out to it. This can become a problem, but allowing a lantern archon the freedom to make its own decisions can be equally troublesome.

• PCs who travel to the Lower Planes in the company of a "helpful" lantern archon might find that it acts as a beacon to hordes of evil fiends—and not just because of its luminance. Having a lantern archon charged to help them can put the PCs into a bind. The lantern archon won't understand the need for stealth or subterfuge when dealing with creatures of evil, and it might misinterpret such strategies as evil acts. Bluffing their way into the fiend's fortress could be tricky . . .

• A lantern archon has been charged to deliver a message from a beleaguered general to an allied wizard. The message was sent under the mistaken belief that the general's position would fall, but the general has fended off the attack. The PCs need to intercept the message so the allied wizard doesn't rain *fireballs* on his allies from afar. The trick is finding a way to halt the insubstantial ball of light.

• A lantern archon works under the supervision of a more powerful celestial that was disguised for a mission of some importance. When the celestial is accidentally slain by unsuspecting NPCs or the party itself, the lantern archon seeks "revenge" against those who killed its master.

HOUND ARCHON

Sleek and muscular, the hound archons are good physical opponents and competent trackers. Their natural ability to assume a canine form grants them the benefit of heightened senses to follow their targets. With damage reduction and spell resistance, they can offer quite the challenge to any low- to mid-level adventuring party.

Hound archons are often assigned tasks of importance involving quick thinking and adaptation that a lantern archon cannot provide. They are charged to protect the innocent and seek out and destroy evil.

Hound archons are fearless in combat and are more inclined than other lower-ranked celestials to start a fight. PCs who are used to were-creatures and certain fiends with canine appearances might be thrown off by the arrival of a hound archon and provoke a battle themselves. The hound archon, with no ability to divine the party's intentions, might be unwilling to disengage from such a fight.

• While on a mission, the PCs attract the attention of a powerful celestial or deity and a hound archon is dispatched to follow them. A villain who figures this out takes the opportunity to trick the party by having someone tell them that the creature following them is a werewolf looking for a chance to ambush them.

• A hound archon meets the PCs while in dog form and decides not to reveal itself so it can travel with them and judge their virtue. It tags along and helps out the characters in fights until it sees a PC do something dishonorable. Then the angry hound archon reveals itself and offers the PC a choice: The PC can accompany the celestial to a prison where he can be properly punished, or he can fight the hound archon in single combat.

• The hound archon sees the PCs attacking a lone traveller, actually a neutrally aligned antagonist the PCs have faced before. Faced with such an affront to its sensibilities, the hound archon enters the fray.

AVORAL

Acting as the eyes and ears of the celestials, avorals are blessed with astounding eyesight (including the use of *true seeing*) and wings that allow them to perch upon the highest peaks to peer down upon those who have caught their attention. With the use of skills such as Sense Motive and supernatural abilities that grant them additional sources of information (animal telepathy), these celestials have taken it upon themselves to be watchful spies for the forces of Good.

Being neutral good, avorals are quick to make judgements on the fly as situations arise. Some of them have seen so much evil in their nearly endless lives that they have developed a bias against it: All beings must keep a watchful eye for the twisting plots of the fiends, and those that deal with the evil creatures, no matter the reason, must be punished. Despite their fantastic vision, some avorals find it difficult to see things from another's point of view.

• An avoral keeps a close eye on a fiend who has disguised itself as a friendly merchant. After the fiend makes a brief encounter with the PCs and secretly slips an item into their possession, the avoral makes it its business to determine how the characters are aiding the fiend and punish them accordingly.

• An avoral has taken the long view. The enemies the PCs are currently fighting have been tasked to deliver a supposedly powerful artifact to a creature of great evil. The creature is too strong for the avoral to face on its own, so it has arranged for the artifact to be replaced by a powerfully cursed item that is sure to render the evil being helpless. Now the PCs have stepped in and are ruining everything.

• A battle is to occur between two forces, and an avoral has been sent to scout out the best location for the forces of Good. The PCs must persuade the avoral to select a more remote and less strategically useful location to prevent harm to innocent bystanders who won't be able to get out of the way in time. The trouble is, the avoral considers this battle to be too important to suffer a poor position.

FIRRE

Gatherers of artistic works, collectors of magnificent songs, and afficionados of the finest crafts, firres are dedicated to the cause of art and the message that it carries. Their physical beauty has been the inspiration of countless poems and songs. While somewhat flighty in comparison to others in the celestial ranks, their viewpoints and vast knowledge of mortal worlds are valued and highly sought by those who require them.

Firres seek to preserve beauty and promote great artistic expression and creativity. The seriousness with which they view the arts can sometimes become a problem. These celestials are ferocious in their protection of art and artists, and they might overlook the harm that the arts can do. Once a firre has chosen to protect and nurture someone's talent, it can be hard for the firre to understand that the protected person might not deserve or desire such attention.

- The PCs discover that the person behind a series of arsons is a great composer visiting the city. When they attempt to confront the composer, they find themselves confronting a firre instead. The firre doesn't know about the arsons, but it considers the composer's works to be priceless pieces of art.

- A drama being performed by a local acting troupe headed by a friend of the PCs is causing a furor among the nobility. Apparently, it is a thinly veiled call to arms to depose the nobles and king. The king will have the playwright and actors beheaded if the play isn't shut down immediately, but when the PCs arrive to deliver this message, they find that a firre has convinced their friend that the show must go on. It is, after all, a remarkable play.

- A bard has been accused of murder, and a firre, deeply affected by her stirring poems, swoops to her side and tucks her away to protect her. She is innocent of any crime, and the firre doesn't trust a mortal court to do justice. The PCs must find the bard and bring her in so that she can be exonerated. Then the search for the true murderer can begin.

- A magical jewelry box has come into the possession of a firre. The celestial has sworn to guard the box with her life; it was the last work of a master dwarven jeweler. Unfortunately, the box is cursed to create a horrible famine if it is opened and the PCs must retrieve and destroy the box before an evil cult gets to it first.

GHAELE

Warriors extraordinaire on the Upper Planes, ghaeles wage war in the heart of the darkest places of Evil. On the battlefield and in the war tents, these heavenly knights are purely focused on their task of keeping evil where it belongs: in Hell. With either the swing of the sword or the stroke of a pen, they seek to bring Evil to an end. These celestials are both intelligent advisors and strong opponents—a dangerous combination.

Ghaeles are as often found behind many of the actions taken by the forces of Good as in the front lines. Many lantern archons, hound archons, and avorals can be found working under the command of a ghaele.

WHAT CELESTIALS WANT

When considering motivations, it's important to note the difference between celestials and mortal antagonists. Average mortal villains (if there are such things) perform evil for their own personal benefit, whereas celestial antagonists work against the PCs for something greater than themselves as individuals. Each of them, no matter their alignment, strongly believes that any actions they take are necessary to prevent the spread and domination of Evil. Presented below are some philosophies that might motivate a celestial (or any good-aligned antagonist).

THE GREATEST GOOD FOR THE GREATEST NUMBER: The best course of action does the least damage to the largest number of people. Good is what makes the most people safe from harm. Personal freedoms and desires are less important than those of the larger group.

This philosophy is rare among chaotically aligned celestials as they put too much emphasis on personal freedoms, but many other celestials share this point of view.

THE END JUSTIFIES THE MEANS: Acts of treachery, lying, and other morally suspect actions are acceptable if such small evils will bring about a greater good. After all, it matters more who wins the war than who died during the fighting.

Celestials with this outlook tend to be frowned upon by other celestials because it is a philosophy that can cause a lot of trouble. However, all celestials exemplify goodness, so they also tend to trust one another to make the right decisions.

THE MEANS JUSTIFY THE END: If you acted with good intentions the entire time, it's fine if the end result benefits you more than it does others. Because you do good, what aids you will be a boon to the rest of the world.

This self-centered view is surprisingly common among the more powerful celestials. Creatures like solars and planetars often lack humility and consider their actions and goals more important than those of others.

OMNIBENEVOLENCE: All creatures, even the most hideously evil, deserve the chance to make amends for past misdeeds and join the side of the light. Of course you must fight evil, but if there is a chance an evil creature could be redeemed, you must show mercy.

A celestial with this outlook is always willing to give foes the benefit of the doubt if they promise to reform, no matter how many times the celestial has been betrayed.

PACIFISM: No one should commit any act that harms another, and the only viable response to such acts is love and forgiveness. Love will show wrong-doers the error of their ways and put them on the path of light.

This point of view is rare among celestials. They have lived too long in the face of great evil to turn the other cheek, but the rare celestial that takes up this ideal can often gather hordes of followers.

SCOURGE OF EVIL: Good beings exist to combat evil in all its forms. Keeping your sword sheathed in the face of evil is tantamount to committing evil yourself.

Many celestials share this philosophy. They believe that it is their duty to stamp out evil in all its forms. Sometimes they are a little overzealous, but other celestials consider that to be evidence of their desire to do good.

With their chaotic good alignment, ghaeles are inclined to use any means necessary (short of harmful slaughter and affecting innocent lives) to keep a stranglehold over the forces of darkness. Any PCs who happen to step in their way might be viewed as obstacles that must be overcome in order to complete the greater mission.

- A ghaele has been manipulating the regent of a kingdom to make many reforms on behalf of the people while the king lies ill. The king is very evil, and the disguised ghaele is attempting to keep him bedridden (but well cared for) until the princess is old enough to take the throne. The ghaele has been tutoring the princess and is confident she will be a good ruler. Things are going well until the regent gets suspicious and hires the PCs to discover who is keeping the rightful king from taking his throne.

- A neutrally aligned NPC whom the characters have faced before has convinced a ghaele that the PCs will hamper his efforts to retrieve a spellbook that contains a spell that can return celestials from death. Of course, the NPC failed to mention the other, darker spells in the book.

- The PCs have been hired by a merchant to deliver a valuable item to a particular location. However, the item is a holy relic and was stolen from an Upper Plane. A dedicated ghaele has been tasked with bringing it back. The ghaele knows the PCs aren't of an evil bent, so it attempts to manipulate them into returning the relic so that it doesn't have to reveal itself and spread word of the item's importance.

LEONAL

Considered leaders among the guardinals, leonals have lions' manes, thick necks, and feline features. They use their dangerously sharp talons to shred enemies and prefer to deal with all evil creatures in like fashion. Their outlook is a balanced combination of a devoted crusader's zeal and an ascetic's introspection. After spending long periods in solitude pondering the answers to various moral quandaries, they venture out boldly to combat Evil in its many forms.

The guardinals aren't alone; other celestials also look to the leonals for guidance on the path of virtue. Those who wish to gather allies for a cause turn to the leonals to inspire others to follow. They are the spiritual advisors to the spirited and present themselves as a beacon on the path of light.

- A cleric requests that the PCs track down a leonal with whom the cleric once had dealings but is now unable to contact. The leonal has information the cleric feels is invaluable to his faith. Unfortunately for the PCs, the leonal has been purposely ignoring the priest until he atones for a misdeed, and it isn't happy when its meditations are interrupted by ignorant agents of the wayward cleric.

- A leonal has decided to retire from combating evil to ruminate on the great questions of existence. It believes that answering these questions will do more good for everyone than going toe to toe with demons and devils. The PCs are charged by another celestial to make the leonal see that sometimes a fight is needed.

- Finding his compatriots to be too lax in their war against the fiends, a leonal decides to employ mortals in the struggle against the Lower Planes. The leonal has gathered an impressive force, but it overestimates the ability of its mortal forces to harm the demons they'll face. The PCs are dispatched to stop the leonal's crusade before thousands of lives are needlessly lost.

TRUMPET ARCHON

Mortals who lie on their deathbed can envision the winged form of an angel hovering above and sounding a silver horn, beckoning them toward the peaceful white light of the afterlife. Such figures are sometimes the delusions of the dying, but often they are trumpet archons, calling a soul to its rightful place in the heavens.

Trumpet archons act as the messengers and heralds of the gods. Some people of the Material Plane believe that a shooting star is actually one of these celestials speeding through the skies to deliver yet another message for their patron.

Trumpet archons are used in all matters too serious to trust to a lantern archon. They are important on battlefields as other celestials employ them to signal attacks and relate strategic information. Their appearance makes obvious the seriousness of any matter they are attending to, and it shows a deity's desire to flex godly muscles for all of the planes to see. Any matter that involves a trumpet archon is not one to be laughed at.

- A trumpet archon carries a message to the PCs that one of their allies is being held captive by evil people posing as a merchant cartel. The PCs attack the cartel to come to their friend's rescue, only to find that the trumpet archon was mislead by an evil cleric. Unfortunately, the party learns this too late to prevent the death of several innocents at their hands. The trumpet archon learns of the deception but blames the PCs for not investigating more thoroughly before attacking. The PCs must now wrestle with the question of whether or not to shoot the messenger—because the messenger seems intent on shooting them!

- A friendly NPC (or even a party member) has passed away. A minor clerical error has resulted in the recently deceased being delivered to the Grey Waste by mistake. The PCs must track down a trumpet archon and persuade it to have the mistake corrected.

- A trumpet archon has been loudly lauding the PCs with praise, and requests for aid have been flooding in. Worse yet, evil beings the PCs have never heard of are signalling them out to be eliminated before they can become a threat. The PCs must convince the trumpet archon that they're not the great heroes it has been praising them to be or there won't be anything left to be praised.

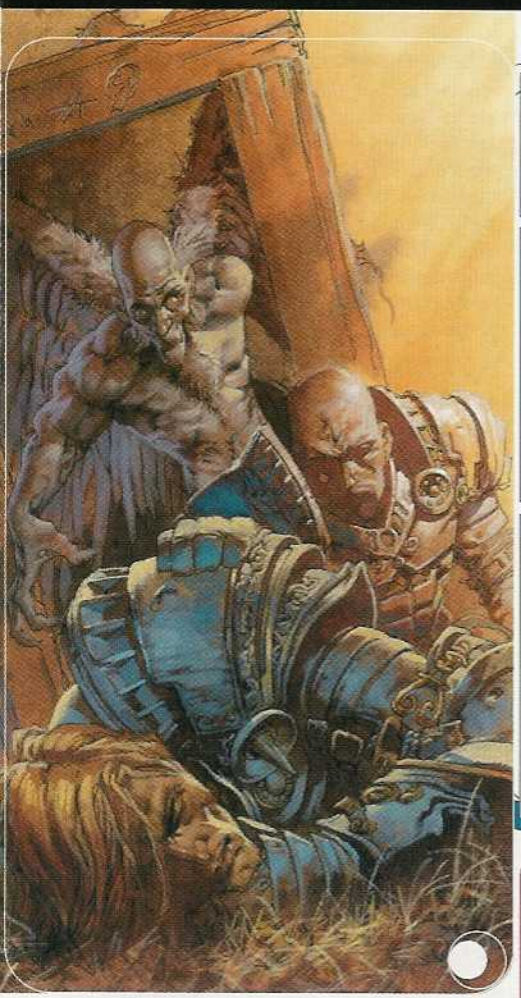
SWORDS AGAINST CELESTIALS?

When confronted by a celestial, most characters will try to talk their way out of combat. In such situations, it's important to remember the intelligence and general viewpoint of the celestial.

The outlook of the celestial helps to determine how willing it is to talk. Being good creatures, celestials generally prefer peaceful solutions to problems, but many individual celestials don't fit that generality. See the "What Celestials Want" sidebar for more details on how a celestial's outlook might color its actions.

Intelligence also provides guidelines for how a celestial will react to diplomacy. Clearly, if an attempt at diplomacy seems like a ruse, the celestial wont comply, but even an honest attempt to parlay might be ignored if the celestial is sufficiently suspicious of the PCs.

If the PCs do get the celestial to talk, they might find it more difficult than fighting. Less intelligent celestials will stubbornly believe in their own decisions, while the more intelligent ones will use superior reasoning to argue their point of view.



ASTRAL DEVA

Wanderers of the Astral Plane, one of these angelic creatures of incredible beauty can be the most valuable ally a lost or wounded party of adventurers ever encountered. Their heightened sense of love and appreciation of the Good in all creatures lures them towards mortals in need, and they aid them using any means necessary. They are some of the most powerful celestials to be encountered away from the rigors of the Upper Planes. They rarely work on behalf of any particular deity, instead traveling about the planes seeking to spread their message of good will to all those who will listen (and to some who won't).

It seems almost impossible to imagine an astral deva opposing a party of good-aligned adventurers, but it happens on occasion. Once they have attached themselves to a cause, astral devas never stray from the path they have set for themselves.

• A curious astral deva has heard of the PC's exploits and decides to test them. It organizes a series of challenges to test the party's morals. It creates fictitious problems and tricks the PCs into delving into a dungeon of its design. The characters might not be too happy when they discover the astral deva at the end of the dungeon, proudly awaiting their arrival.

• The PCs are engaged in a sensitive spying mission in a city of drow. Summoned by a high-level cleric to combat the evil elves, an astral deva appears and attacks the city, throwing the PC's plans into complete disarray. The astral deva considers its mission of the utmost importance as the cleric has promised to launch a holy crusade should the astral deva succeed in killing or scaring off the drow.

• The characters enter a town watched over by an astral deva. The townspeople are good folk but they mistakenly believe that an evil witch is among them, hexing their children and belongings. The hysteria has grown so great that "witches" are being blamed for nearly every problem. When the PCs arrive, one of the spellcasters is the perfect scapegoat for the town's wrath. If the PCs protest, the astral deva appears to prevent them from harming the townsfolk.

PLANETAR

Mighty generals of the Upper Planes, the planetars are emerald-skinned towers of militaristic power. Their very presence causes celestials to amass into armies to do battle against Evil. In mortal terms, the planetars are the generals for the forces of Good. They have seen battles that would make mortals cringe in horror, yet they carry on eternally. Their staggering intellect allows them to formulate complex plans that would make a fiend envious.

A group of adventurers that find themselves caught in the web of a planetar should wonder why the planetar is involved. As any military strategist would know, you never send a general to do a lieutenant's job. Planetars are placed in charge of projects that have no room for failure—success is the only acceptable option.

• The characters possess an artifact of importance to a battle on the Outer Planes. A planetar who desires to use it seeks them out. If they refuse to offer up the item, the planetar will be forced to take it from them. It doesn't want to harm the PCs, but sometimes good strategy calls for some collateral damage . . .

• A planetar hires the party as scouts for an attacking brigade of celestials. At first, it appears to be a normal assault against a fiendish stronghold, but while scouting, the PCs realize that the fiends hold innocent mortals hostage. The planetar is unconcerned about the hostages. Better that they die during the assault than remain captive and have their souls turned to toward evil. It doesn't think a rescue mission is worth the risk and considers an all-out attack to be the only option. If the PCs oppose that idea or plan to delay the assault, the planetar might begin to view them more as a hindrance than a help.

• A planetar has studied the variables and learned that if it aids an army of devils in its attacks against demons, it can accomplish more demon casualties than it could with its army of celestials—and with no good souls lost! Now it helps to lead an army of devils on an unholy crusade, unaware that with each battle, it steps a little closer to the dark side. The PCs are called upon to make the planetar see the error of its way and to kill the celestial if necessary. If that weren't tough enough, the devils have grown accustomed to their successes with the planetar, and they won't let it walk away.

SOLAR

Aside from good-aligned deities, solars are the highest form of purity that can be achieved. They are perfection with feathered wings. Holy enlightenment shows in their every move. Among the celestials they are unmatched in power, and their virtue is unquestionable.

Any act that would involve the aid of a solar is surely one of great importance. Only the gods can command the use of a solar, so few wish to get in their way. The use of a solar as an antagonist should normally be reserved for campaign-altering purposes.

• The church of a PC has been deemed unfit by his deity (because the head cleric has performed questionable acts or willingly participated in unholy rituals). A solar has been sent to demolish the church and bury the entire sect—including the character.

• A good-aligned god has peered into the future and learned that a group of NPCs friendly to the party will cause a war that will provoke terrible pain and suffering, as well as allow a powerful demon to be released upon the world. The god sends a solar to destroy the group, knowing that their sacrifice will prevent a greater evil, however, the party might see things a little differently.

• A solar is sent to the Material Plane to retrieve a common villager with a grand destiny in store for her. But the villager doesn't want to go and she calls upon the PCs to defend her against the celestial.

VS. CELESTIALS

by Chris Thomasson

When you don't have any other choice, and the gloves come off, it's good to know what sorts of non-lethal weapons and spells you have in your arsenal to take down celestials. Below is a list of items, spells, and combat tricks and tactics you can use to avoid killing "misguided" good guys who seem bent on your destruction.

WEAPONS

NET: You might want to invest in a net or three. Even if you're not proficient, the net only requires a touch attack. If your party is prepared to throw one net after another on a rampaging celestial, eventually it will fail a Strength or Escape Artist check and suffer all the penalties associated with being entangled (see the *Player's Handbook* page 102). Once it's trapped, you can beat on it for subdual damage (remember you still need magic weapons to overcome its damage reduction).

NOTE Ghaeles, trumpet archons, astral devas, planetars, and solars are all skilled enough in Escape Artist to make nets nearly worthless, but lantern archons, hound archons, avorals, firres, and leonals are more susceptible to this attack.

SAP: Magic saps are highly underrated. Using a magic sap lets you deal subdual damage to creatures with high ACs and damage reduction without suffering the -4 penalty to attack rolls when trying to deal subdual damage with a weapon that deals regular damage.

WHIP: If you're looking to deal subdual damage from a distance, there's nothing wrong with a whip. Of course a magic whip is even better.

ANYTHING MERCIFUL: The merciful special quality described in *Sword & Fist* turns any weapon into a subdual damage-dealing machine.

SPELLS

Half of the celestials in the *Monster Manual* have the ability to activate a *minor globe of invulnerability* as a free action. This means that spellcasters facing these creatures in combat need to go in assuming their low-level spells aren't going to work. In such a case, retreat might be your best option. Against other celestials, most of your magic will work, subject to spell resistance checks.

1ST LEVEL—*protection from good, ray of enfeeblement, sleep.*

2ND LEVEL—*ghoul touch, silence.*

3RD LEVEL—*blindness/deafness, magic circle against good, slow, suggestion.*

4TH LEVEL—*charm monster, greater magic weapon, lesser planar ally, polymorph other.*

5TH LEVEL—*dismissal, hold monster, lesser planar binding, mind fog, wall of force.*

6TH LEVEL—*antilife shell, Bigby's forceful hand, planar ally, planar binding, repulsion.*

7TH LEVEL—*banishment, blasphemy, dictum, power word–stun, planeshift, word of chaos.*

8TH LEVEL—*greater planar ally, iron body, Otto's irresistible dance, polymorph any object, power word–blind, protection from spells.*

9TH LEVEL—*dominate monster, miracle, time stop.*

NOTE: When it comes to spells that involve interplanar travel, forced or voluntary, some celestials can easily make their way back to the PCs with spells of their own. Ghaeles, trumpet archons, planetars, solars, and firres can all cast divine spells at a high enough level to prepare a *planeshift* spell or two. That means if you banish them, they could come back (given time to compensate for the semi-random nature of *planeshift*). At the very least, you might buy yourself some time. For the other celestials this is a better option; they won't be back to bother you unless someone established a gate for them to use or a deity or more powerful celestial sends them back to your plane.

TACTICS

READY AN ACTION: Many celestials can cast divine spells, so it's often in your party's best interest to try to keep them from doing so. Ready an action to attack when the outsider starts to cast a spell. If you damage it, you'll force it to make a Concentration check to cast the spell.

GET A MONK: Monks use unarmed attacks, and they can do subdual damage without suffering the -4 penalty to attack rolls because they're not using a melee weapon. They also have the stunning attack ability, which is a great way to take a celestial down without taking it out.

APPEAL TO A HIGHER POWER: Even celestials have to answer to someone. If you can get an even more powerful being on your side, you might be able to end the conflict before it goes too far. Don't be afraid to use spells like *greater planar ally* to get a solar in to help you stop those pesky avorals. D

PLANAR PRESTIGE CLASSES

by Christopher Campbell • illustrated by Mike May

FRACTIOUS FACTIONS

Belief is power. That is why people die for their country, why clerics work at recruiting more worshipers for their gods, and why monks adhere to a regimen of meditation and introspection. The multiverse is a wide and wondrous place, and anyone can achieve anything if they only believe. The outer planes have specific qualities that attract likeminded people, and when such individuals pool their resources, a new breed of planar adventurer is born.

Factions are planar power groups that embrace one philosophy over all other teachings and beliefs. The Athar believe the gods are powerful pretenders unworthy of the worship they demand. The Transcendent Order believes action is more important than words, and spreads a message of self-improvement and faith in intuition. The Society of Sensation preaches that experience is the only true teacher, while the Doomguard believes the multiverse is in a state of decay and enforces entropy everywhere its power extends. The Fated take what they want under the banner of "might makes right," and the Xaositects spread chaos and mayhem wherever they find peace and order. Each faction unswervingly declares its philosophy to be the only "right" one and they send forth their champions to "prove" the truth of their words.

Each of the factions named above has a prestige class to which all their respective members aspire but few attain. Anyone can claim membership in a faction, but only a handful possess the innate ability and skill to become a living testament of belief. Such characters are lauded in story and song, their heroic deeds growing to mythic proportions and reinforcing the belief from which they draw their power. Belief is power, and these prestige classes can prove it.

Special Note: In the PLANESCAPE adventure *Faction War,* many of the factions were displaced or officially disbanded. This does not change these prestige classes or how they can be used. These prestige classes represent the greatest champions of the factions and those champions persevere in their beliefs despite any hardship.

THE ATHAR

Jaya stared up at the man in disbelief as her healing spell fizzled and her companion died. "What did you expect, puppet?" the athar sneered at her. "I told you the Powers were fakes."

The Athar work tirelessly to discredit the gods, interfering with their clerics and attempting to sway the faith of their congregations. They preach the supremacy of a force they call the Great Unknown, which transcends the gods and grants athars the ability to resist divine magic. Ex-paladins and disillusioned clerics are obvious choices for this prestige class, but self-reliant classes like the monk and rogue, as well as those that worship natural forces, like the druid and ranger, are also attracted to the philosophy.

Class Features

All of the following are class features of the athar prestige class.

Weapon and Armor Proficiency: Characters who take a level of athar gain no special proficiency with armor, shields, or weapons.

Spell Immunity: All athars are immune to the following spells: *bestow curse, blasphemy, doom, holy word,* and *geas/quest.*

Divine Resistance: At 2nd level, the athar gains a +2 resistance bonus to saves against divine spells.

Divine and Holy Damage Immunity: Athars are immune to damage from divine power, such as that from half the damage of a *flamestrike* spell. They are also immune to holy damage, such as the extra damage done by a weapon with the holy special ability.

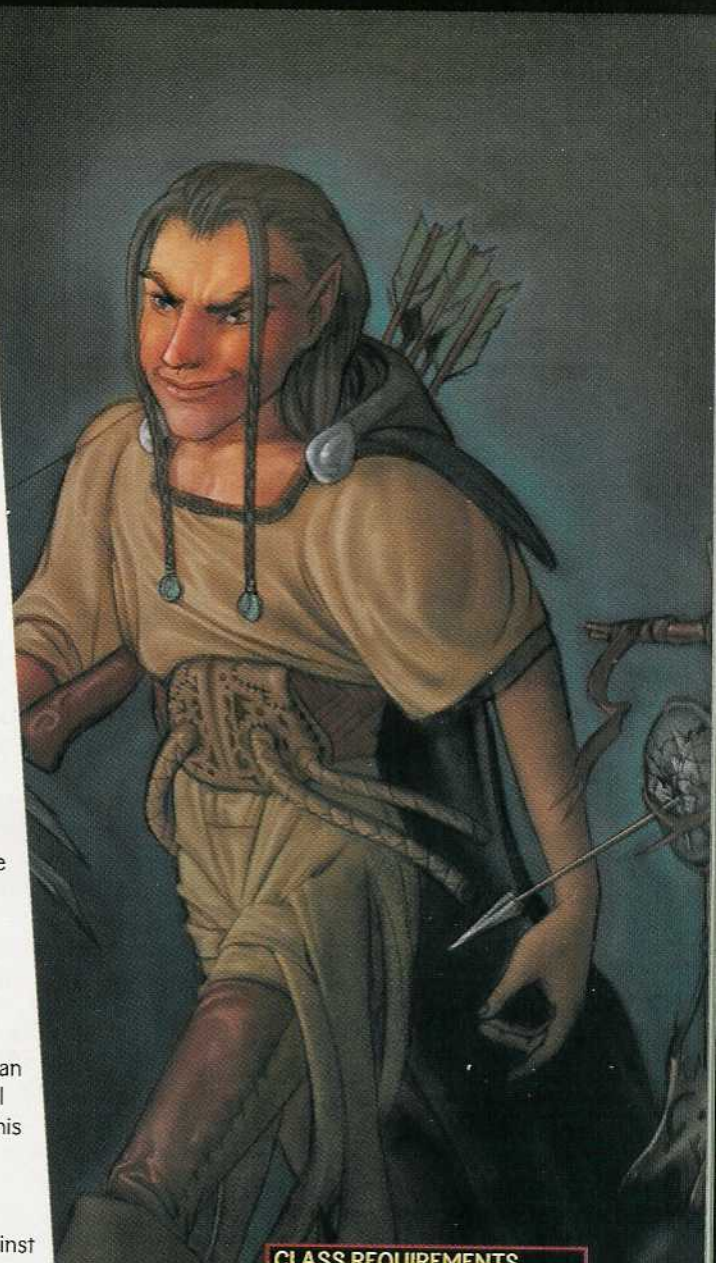
Banishment: Once per day, an athar of 4th level or higher can send away an extraplanar creature as per the *banishment* spell as cast by a cleric of a level equal to the athar's class level. This is a spell-like ability.

Divine Prevention: Once per day, an athar of 5th level or higher can bestow a saving throw bonus equal to her athar class level upon a recipient. The resistance bonus applies against the next divine spell to which the recipient is subjected, even beneficial spells such as *bless* and *cure light wounds.* If the recipient is unwilling, the athar must make a successful touch attack as a standard action and the target must succeed at a Will saving throw (DC 10 + the athar's class level + the athar's Wisdom modifier) or be subject to the bonus. Use of this supernatural ability is a standard action.

Divine Cancellation: At 6th level, the athar can counterspell a divine spell by casting any spell of an equal level; it need not be the same spell. The athar must choose a target, ready an action, and make a Spellcraft check to determine the spell as normal.

Divine Retribution: At 7th level, the athar can reflect a divine spell back at the caster. When using divine cancellation, the athar can cause a spell to rebound at the original caster instead of causing it to fail. The athar can use divine retribution only on divine spells that target the athar, not area-affecting spells or those targeting another creature.

Divine Interference: At 8th level, the athar generates a field that interferes with all divine spellcasting (except his own). Any divine spellcaster within 10 feet of the athar must make a



CLASS REQUIREMENTS

To qualify to become an athar, a character must fulfill all the following criteria:

Base Attack: +7.
Base Will Save: +3.
Knowledge (religion): 10 ranks.
Spellcasting: Ability to cast divine spells.
Special: The character must abandon the worship of gods and refuse to acknowledge them as beings worthy of praise. Clerics devoted to a god who join the Athar become ex-clerics, lose all cleric spells and class features, and cannot gain levels as clerics. Athars who pray to or call upon a deity for aid become ex-athars and lose all spells and class features provided by the athar prestige class.

CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The athar's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
		Concentration	Craft Knowledge (religion) Spellcraft	Innuendo Listen Profession	Intimidate

caster level check (DC 10 + athar's class level + athar's Wisdom modifier) in order to successfully cast a spell. Failure indicates that the spell does not take effect but is lost as though cast. This supernatural ability can be consciously suppressed as a free action.

Nondetection: At 9th level, the athar gains the continuous benefits of a *nondetection* spell as though cast by a sorcerer of the athar's class level (DC 15 + athar's class level). This supernatural ability can be suppressed or resumed as a free action.

Divine Disavowal: At 10th level, the athar gains spell resistance against divine spells equal to 10 plus the athar's character level. Divine disavowal doesn't stack with regular spell resistance. If an athar is subject to two spell resistance effects, use the better value.

Spells per Day: An athar of 3rd level or higher gains access to the Great Unknown. The Athar believe everything springs from the Great Unknown and that the gods are just pretenders. Fueled by this belief, the athar advances in spellcasting ability as a divine class she held previously, but now draws power from the Great Unknown. When a new athar level is gained, the character gains new spells per day as if she had also gained a level in a divine spellcasting class she belonged to before she added the prestige class. She does not, however gain any other benefit a character of that class would have gained (improved chance of controlling or rebuking undead, metamagic or item creation feats, and so on). This essentially means that she adds the level of athar (minus two) to the level of some other spellcasting class the character has, then determines spells per day and caster level, accordingly.

If the character had more than one divine spellcasting class before she became an athar, she must decide to which class she adds an athar level for purposes of determining spells per day when she adds each new level.

Ex-clerics regain their spellcasting ability up to the level they had attained before becoming ex-clerics. They can pick two domains to replace the domains they had access to before they lost their spellcasting ability.

THE ATHAR

HIT DIE D8

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special	SPELLS PER DAY
1	+0	+2	+0	+2	Spell immunity	
2	+1	+3	+0	+3	Divine resistance	
3	+2	+3	+1	+3	Divine and holy damage immunity	+1 level of existing divine class
4	+3	+4	+1	+4	*Banishment*	+1 level of existing divine class
5	+3	+4	+1	+4	Divine prevention	+1 level of existing divine class
6	+4	+5	+2	+5	Divine cancellation	+1 level of existing divine class
7	+5	+5	+2	+5	Divine retribution	+1 level of existing divine class
8	+6	+6	+2	+6	Divine interference	+1 level of existing divine class
9	+6	+6	+3	+6	Nondetection	+1 level of existing divine class
10	+7	+7	+3	+7	Divine disavowal	+1 level of existing divine class

THE CIPHER

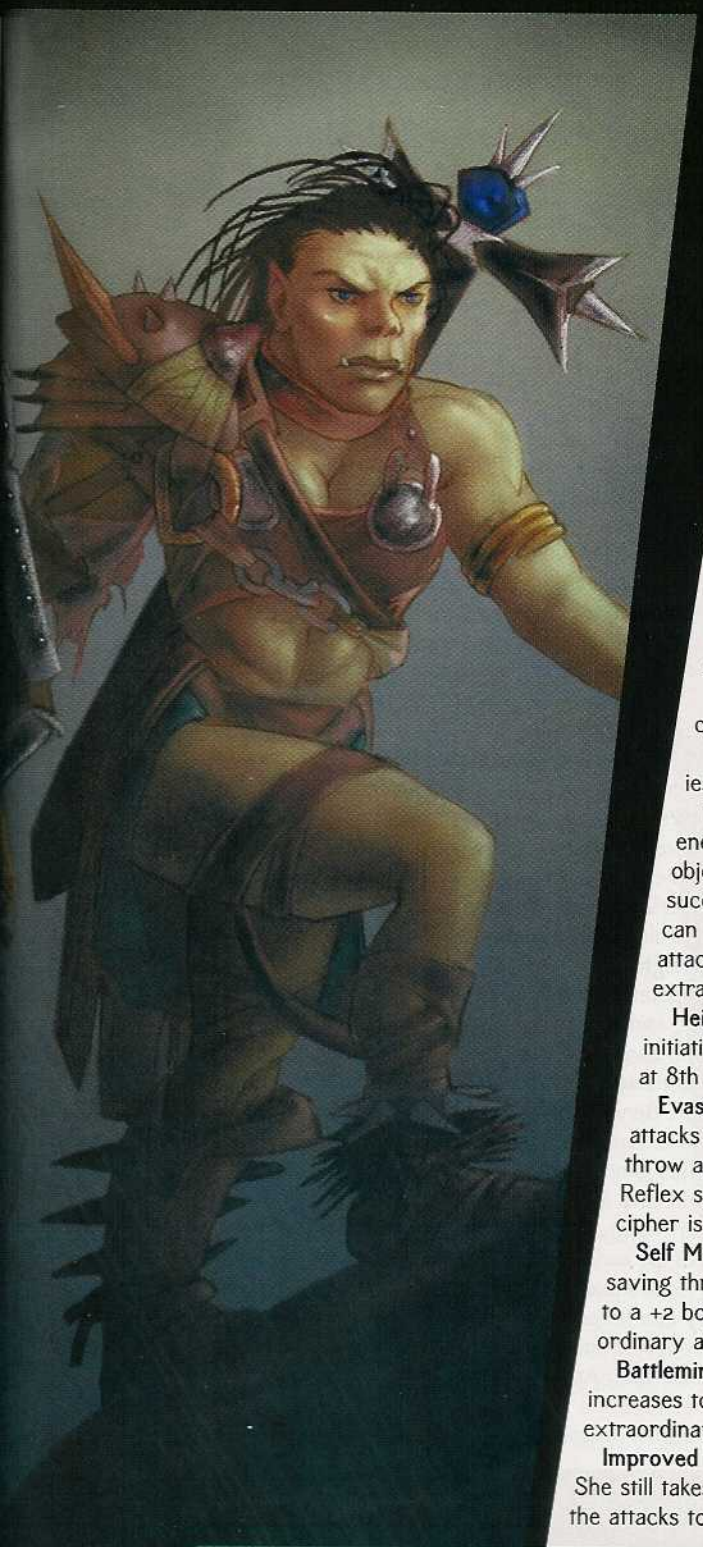
HIT DIE D8

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special
1	+0	+0	+2	+0	Improved Unarmed Strike, locate weakness
2	+1	+0	+3	+0	Heightened instinct +1, evasion
3	+2	+1	+3	+1	Self mastery +1
4	+3	+1	+4	+1	Battlemind +1, improved evasion
5	+3	+1	+4	+1	Heightened instinct +2
6	+4	+2	+5	+2	Self mastery +2, *move without barriers*
7	+5	+2	+5	+2	Battlemind +2
8	+6	+2	+6	+2	Heightened instinct +3, clarity of vision
9	+6	+3	+6	+3	Self mastery +3
10	+7	+3	+7	+3	Battlemind +3, thought is action

CLASS REQUIREMENTS

To qualify to become a cipher, a character must fulfill all the following criteria:

Balance: 5 ranks.
Jump: 10 ranks.
Knowledge (religion): 10 ranks.
Feats: Improved Initiative, Power Attack, and Sunder.



THE CIPHER

Without a word the cipher struck at the door with her bare fists, two solid hits in rapid succession. The door cracked and gave way. "Don't think about it, just do it."

The Transcendent Order calls its members ciphers, because no one can figure them out. Ciphers believe actions speak louder than words and thinking wastes time. They act on their environment instead of reacting to it. Fighters and monks are most attracted to this philosophy, seeking that elusive balance where thought and deed are simultaneous. Wizards and clerics have a difficult time adopting the philosophy, because their spellcasting requires preparation and forethought, but bards and sorcerers embrace the Transcendent Order for its spontaneity.

Class Features

All of the following are class features of the cipher prestige class.

Weapon and Armor Proficiency: Characters who take a level of cipher gain no special proficiency with armor, shields, or weapons.

Improved Unarmed Strike: Ciphers are trained to use their bodies as weapons and gain this feat at 1st level.

Locate Weakness: By concentrating and focusing her inner energy, the cipher can make devastating attacks against inanimate objects. If the cipher attacks an object with a full attack action and succeeds at a Concentration check (DC 10 + object's hardness), she can ignore the object's hardness when calculating damage for her attacks that round. The attacks must be unarmed attacks. This is an extraordinary ability.

Heightened Instinct: A 2nd-level cipher gains a +1 insight bonus to initiative rolls. This increases to a +2 bonus at 5th level and a +3 bonus at 8th level. This is an extraordinary ability.

Evasion: At 2nd level, a cipher can avoid even magical and unusual attacks with great agility. If a cipher makes a successful Reflex saving throw against an attack that normally deals half damage on a successful Reflex save, the cipher takes no damage. Evasion can only be used if the cipher is wearing light armor or no armor. This is an extraordinary ability.

Self Mastery: A 3rd-level cipher receives a +1 insight bonus to saving throws against Enchantment spells and effects. This increases to a +2 bonus at 6th level and a +3 bonus at 9th level. This is an extraordinary ability.

Battlemind: At 4th level, the cipher gains a +1 insight bonus to AC. This increases to a +2 bonus at 7th level, and a +3 bonus at 10th level. This is an extraordinary ability.

Improved Evasion: At 4th level, a cipher's evasion ability improves. She still takes no damage on a successful Reflex saving throw against the attacks to which evasion applies, but henceforth she only takes half damage on a failed save.

Move Without Barriers: At 6th level, the cipher can become ethereal once per day as a standard action. This spell-like ability functions like *ethereal jaunt* as cast by a 10th-level spellcaster.

Clarity of Vision: At 8th level, the cipher can see all astral, ethereal, and invisible creatures within 20 feet. This is a supernatural ability.

Thought is Action: As a free action, a 10th-level cipher can become *hasted* (as per the *haste* spell) for a total of 10 rounds a day. These rounds need not be consecutive. This is a supernatural ability.

CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The cipher's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
Climb	Balance	Concentration		Sense Motive	
Jump	Escape Artist				
Swim	Hide				
	Move Silently				
	Ride				
	Tumble				

THE SENSATE

Myrindi fixed her gaze on the man at the next table, concentrating. Slowly the image of the map he studied appeared before her eyes, along with the instructions for finding the secret entrance to the slaver's hideout.

The members of the Society of Sensation call themselves sensates. The belief of this faction is simple—experience equals power. Experience everything, and you can control any situation. Some members are hedonistic, seeking exotic experiences only for the pleasure, but those few sensates truly in touch with themselves know that each event, no matter how unpleasant, can be a valuable learning experience. Spellcasters gravitate toward this prestige class, as knowledge increases their power in more ways than one.

Class Features

All of the following are class features of the sensate prestige class.

Weapon and Armor Proficiency: Characters who take a level of sensate gain proficiency in light armor and all simple weapons.

Darkvision: Sensates gain darkvision with a 60-foot range, regardless of their race. This is an extraordinary ability.

Heightened Senses: At 1st level, the sensate gains a +5 competence bonus to Intuit Direction, Listen, Sense Motive, Spot, and Wilderness Lore checks. This bonus increases to +10 at 4th level, +15 at 7th level, and +20 at 10th level. In addition, the sensate can always choose to take 10 on an Intuit Direction, Listen, Sense Motive, Spot, or Wilderness Lore check, even when circumstances would normally prevent her from doing so. This is a supernatural ability.

Dramatic Recount: At 2nd level, the sensate can recount one of her many adventures or experiences, captivating the attention of an audience as per an *enthrall* spell cast by a sorcerer of a level equal to the sensate's character level. This spell-like ability can be employed once per day per sensate class level and requires only a verbal component.

Sense Link: At 3rd level, the sensate can establish a link with another creature within 30 feet, gaining the benefits of a *clairaudience/clairvoyance* spell centered on that creature's position. Unwilling targets can make a Will saving throw (DC 13 + the sensate's Charisma modifier) to resist the link. Once the link is established, distance is not a factor (although both the sensate and subject must remain on the same plane). The duration is 1 minute per sensate class level and can be ended at any time. Initiating this

CLASS REQUIREMENTS

To qualify to become a sensate, a character must fulfill all the following criteria:

Intuit Direction: 5 ranks.
Spot: 7 ranks.
Listen: 7 ranks.
Feats: Alertness, Skill Focus–Knowledge (any).

THE SENSATE

HIT DIE D6

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special
1	+0	+0	+0	+2	Darkvision, heightened senses +5
2	+1	+0	+0	+3	*Dramatic recount*
3	+2	+1	+1	+3	*Sense link* (1/day)
4	+3	+1	+1	+4	Heightened senses +10
5	+3	+1	+1	+4	*Sense link* (2/day), energy acceptance
6	+4	+2	+2	+5	Sensory overload (equal)
7	+5	+2	+2	+5	*Sense link* (3/day), Heightened senses +15
8	+6	+2	+2	+6	Sensory overload (double), *shared spell experience*
9	+6	+3	+3	+6	*Sense link* (4/day), scent
10	+7	+3	+3	+7	Sensory overload (triple), heightened senses +20, blindsight

CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The sensate's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
Swim	Balance Ride Tumble	Concentration	Craft Knowledge (all) Spellcraft	Heal Listen Spot	Animal Empathy Bluff Disguise Gather Information Handle Animal Perform

spell-like ability is a standard action. The link can be dispelled with *dispel magic*, and in such a case, the spell's caster level is equal to the sensate's character level.

Energy Acceptance: At 5th level, the sensate can forego a saving throw and choose to fully experience a spell, or spell-like or supernatural effect that causes damage of an energy type (acid, cold, fire, lightning, or sonic). The sensate is then protected against that energy type as per *protection from elements* cast by a sorcerer of a level equal to the sensate's class level.

Sensory Overload: At 6th level or higher, the sensate can magnify a creature's perception of the damage she inflicts. The sensate must make a melee touch attack against the target. The sensate must decide to use this ability before the attack is made. If the attack misses, that use of sensory overload is wasted. With a successful melee touch attack, the target must make a Will saving throw (DC 15 + the sensate's class level + the sensate's Charisma modifier). Failure indicates that the target takes additional subdual damage the next time the sensate damages the target. This subdual damage is equal to the original damage, but at 8th and 10th level the sensate's ability to create a sensory overload improves and the additional subdual damage doubles and then triples the original damage. This supernatural ability is usable three times per day.

Shared Spell Experience: At 8th level, the sensate can cause targeted spells and spell-like effects that target her to rebound on the original caster. When she does so, the sensate is also affected by the spell. This works like *spell turning* as cast by a sorcerer of a level equal to the sensate's class level with the added effect that the rebounded spell is not partially turned; it affects both the sensate and the original caster normally. If the spell is of a level greater than the remaining amount of spell turning, the spell is not rebounded and affects the sensate normally. If the original caster has a *spell turning* spell in effect, the rebounded spell doesn't set up a resonating field; instead it drains away without affecting either the sensate or the original caster. Initiating this spell-like ability is a standard action. It can be used two times a day.

Scent: At 9th level, the sensate's sense of smell is so acute that she gains the scent special quality (as described in the *Monster Manual*).

Blindsight: At 10th level, the sensate's senses are so attuned to her surroundings that she gains blindsight up to a range of 30 feet.

THE SINKER

Revik let the ashes fall through his fingers into the brass bowl. "This was the note, alright, but I don't know what it said."

Sinkers belong to the Doomguard faction. They believe the multiverse is in a state of decay and that nothing should interfere with this natural process. Speeding it up is another matter. Fighters gravitate toward this philosophy because it justifies violence and rewards their fighting prowess, but clerics of evil gods and wizards that favor destructive spells also claim membership.

Class Features

All of the following are class features of the sinker prestige class.

Weapon and Armor Proficiency: A character who takes a level of sinker becomes proficient with all simple and martial weapons, and all armor and shields.

Entropic Blow: As a vessel of entropy, a sinker can channel destructive energy, causing extra damage with a melee attack. She adds her Charisma bonus to her attack roll and deals 2 points of extra damage per sinker class level. The entropic blow is especially good at unraveling the things that bind non-living matter together. Against objects, constructs, and undead, the extra damage entropic blow causes is doubled (4 points of extra damage per sinker class level). Use of the entropic blow must be declared before the attack is made. If the attack misses, the blow is wasted for that day. This is a supernatural ability.

Sifting: Sinkers of at least 2nd level can sift through the remains of an object or creature and determine what it was and how it was destroyed. The amount of information gained depends on how long the sinker holds and concentrates on some part of the remains.

1st Round: Creature type (humanoid, giant, construct, shapechanger, undead, and so on); or what the object was (table, sword, brick, and so on).

2nd Round: Gender and age of the creature; or cosmetic details of the object before destruction (paint color, materials used in construction, and so on).

3rd Round: The sinker gains a mental vision of the object or creature before its destruction. This vision is brief and somewhat hazy. The sinker can recognize a familiar creature or object, or gain enough of a mental image to describe the features of something, but the sinker could not read a note or distinguish between the features

CLASS REQUIREMENTS

To qualify to become a sinker, a character must fulfill all the following criteria:

Base Attack Bonus: +5.
Disable Device: 5 ranks.
Knowledge (architecture & engineering): 3 ranks.
Feats: Great Fortitude, Power Attack, Sunder.

THE SINKER

THE SINKER

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special	1	2
1	+0	+2	+0	+0	Entropic blow (1/day)	—	—
2	+1	+3	+0	+0	Sifting	—	—
3	+2	+3	+1	+1	Destructive expertise, Entropic blow (2/day)	0	—
4	+3	+4	+1	+1		1	0
5	+3	+4	+1	+1	Entropic blow (3/day)	2	1
6	+4	+5	+2	+2		2	2
7	+5	+5	+2	+2	Entropic blow (4/day)	3	2
8	+6	+6	+2	+2		3	3
9	+6	+6	+3	+3	Entropic blow (5/day)	4	3
10	+7	+7	+3	+3	*Disintegrate*	4	4

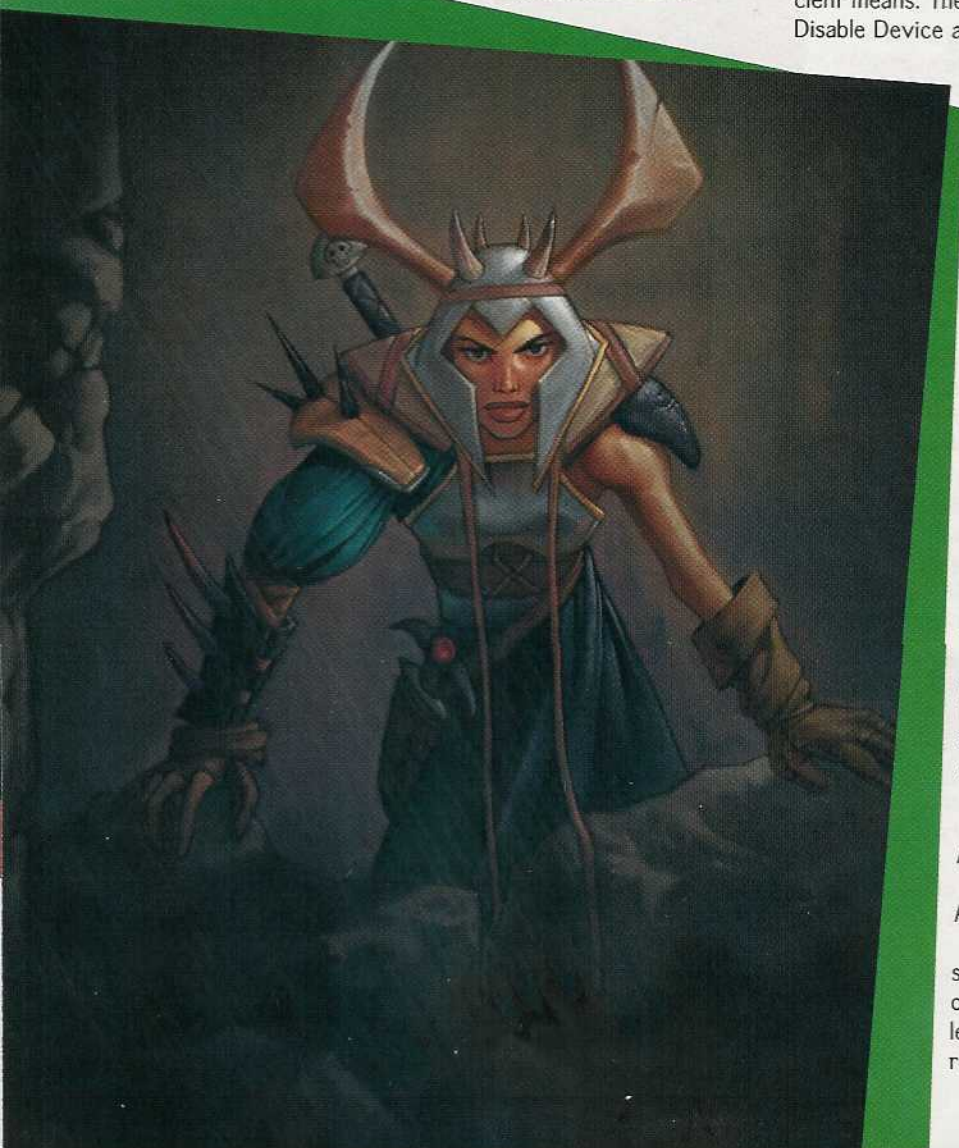
HIT DIE
D10

CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The sinker's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
			Disable Device Knowledge (architecture and engineering)	Innuendo Sense Motive	Bluff Disguise



of two twin creatures. The vision reveals the actual form of the creature before destruction. Thus, a creature that was cloaked in an illusion would be shown in its normal form, but a shapechanger would have whatever form it was using just before its death.

4th Round: The sinker learns how long the creature or object has been dead or destroyed.

5th Round: The sinker learns how the object or creature was destroyed or killed. The sinker gains no information about who caused the destruction, only how it was destroyed. The sinker could therefore learn that a person drowned, but not who held the person under the water.

This supernatural ability can be used at will as a standard action and requires the sinker to touch the object in question (thereby risking any effect that touching the remains might provoke).

Destructive Expertise: As agents of destruction, 3rd-level sinkers learn to promote entropy by the most efficient means. The sinker gains a +10 insight bonus to Disable Device and Knowledge (architecture and engineering) skill checks, when attempting to take apart or disable traps and other objects. In addition, the sinker can always take 10 on such checks, even under circumstances when it would normally not be allowed.

Spells: Beginning at 3rd level, a sinker gains the ability to cast a small number of arcane spells. To cast a spell, the sinker must have a Charisma score of at least 10 + the spell's level, so a sinker with a Charisma of 10 or lower cannot cast these spells. Sinker bonus spells are based on Charisma, and saving throws against these spells have a DC of 10 + spell level + the sinker's Charisma modifier. The sinker's spell list appears below; a sinker has access to any spell on the list and can freely choose which to cast, just like a sorcerer.

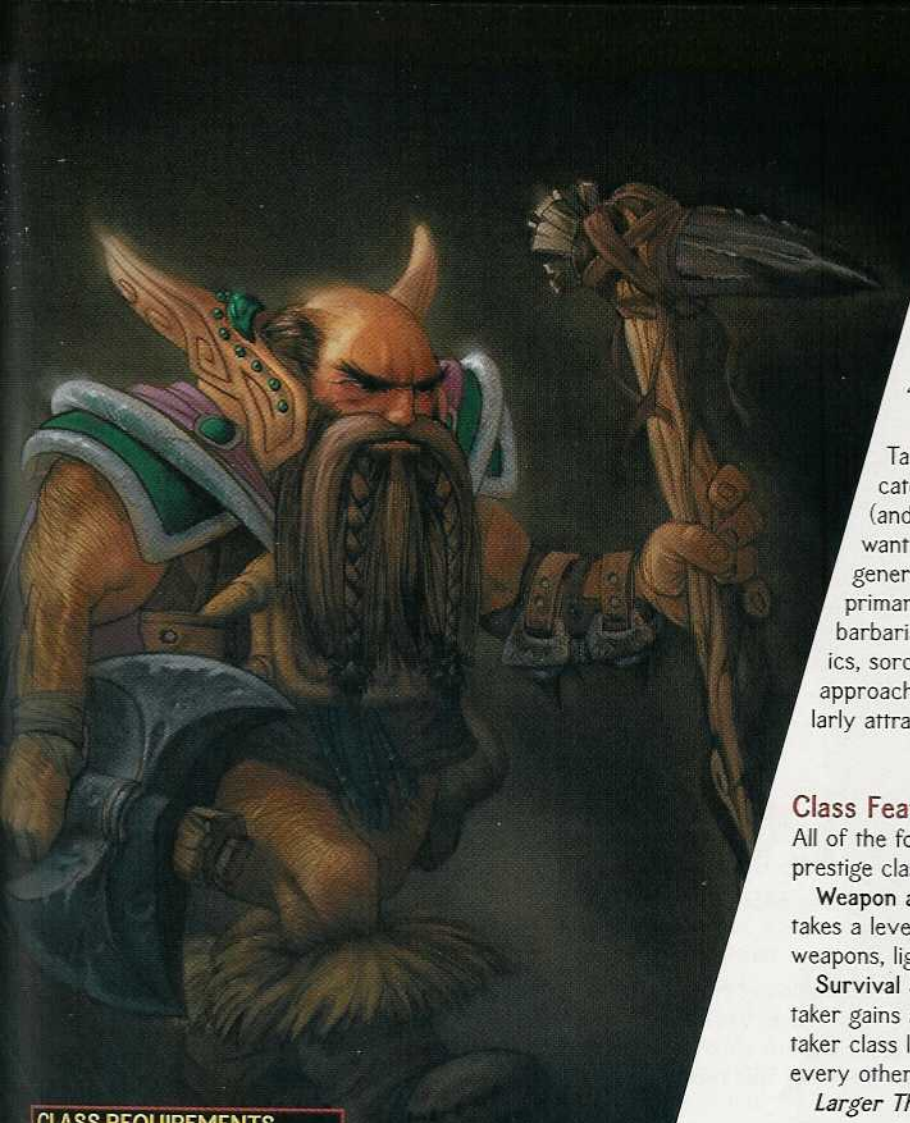
When the sinker gets 0 spells of a given level, she gets only bonus spells for that spell slot. A sinker without a bonus spell for that level cannot yet cast spells of that level.

Sinker Spell List

1st level—*chill touch, doom, erase, inflict light wounds, true strike.*

2nd level—*blindness/deafness, death knell, inflict moderate wounds, shatter.*

Disintegrate: Once per day, a 10th-level sinker can cast *disintegrate* as a sorcerer of a level equal to the sinker's character level. Using this spell-like ability is a full-round action.



THE TAKER

"Don't do me any favors." Parlo walked away from the woman offering to bind his wounds. "I have learned to take care of myself."

Takers belong to the Fated faction, which advocates survival of the fittest. If you can take it (and keep it), you were meant to have it. If you want something, go and get it. Adventurers in general are attracted to this philosophy, for it is the primary motivation for adventuring. Fighters and barbarians tend to play the bully, while bards, clerics, sorcerers, and wizards use a more subtle approach to get all they desire. Rogues are particularly attracted to the Fated faction for obvious reasons.

Class Features

All of the following are class features of the taker prestige class.

Weapon and Armor Proficiency: A character who takes a level of taker becomes proficient with all simple weapons, light armor, and shields.

Survival Skill: Choose one non-exclusive skill. The taker gains a competence bonus to that skill equal to his taker class level. The taker can choose another skill at every other level.

Larger Than Life: At 2nd level and higher, the taker can grow in size and power, taking on an aspect that represents his self-importance. This spell-like ability works exactly like a *righteous might* spell cast by a cleric of a level equal to the taker's character level. Use of this ability is a standard action, and the taker can use it a number of times per day as determined by level.

Aura of Confidence: At 4th level and higher, the taker's confidence in himself rubs off on allies nearby and disturbs enemies. This spell-like ability works exactly like a *prayer* spell cast by a cleric of a level equal to the taker's character level. Use of this ability is a standard action and the taker can use it a number of times per day as determined by level.

Charisma Increase: When a taker reaches 5th level, and again at 10th level, his Charisma score increases by 1. This is not an enhancement bonus; it is an ability score increase.

Supreme Confidence: At 10th level, the taker is so confident in his abilities that he gains a

CLASS REQUIREMENTS

To qualify to become a taker, a character must fulfill all the following criteria:

Base Attack Bonus: +4.
Bluff: 5 ranks.
Diplomacy: 5 ranks.
Intimidate: 5 ranks.
Feats: Skill Focus (Bluff, Diplomacy, or Intimidate).

THE TAKER

HIT DIE D6

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special	1	2	3	4
1	+0	+0	+2	+0	Survival skill	0	—	—	—
2	+1	+0	+3	+0	*Larger than life* (1/day)	1	—	—	—
3	+2	+1	+3	+1	Survival skill	2	0	—	—
4	+3	+1	+4	+1	*Aura of confidence* (1/day)	3	1	—	—
5	+3	+1	+4	+1	Survival skill, Charisma increase	3	2	—	—
6	+4	+2	+5	+2	*Larger than life* (2/day)	3	2	0	—
7	+5	+2	+5	+2	Survival skill	3	3	1	—
8	+6	+2	+6	+2	*Aura of confidence* (2/day)	3	3	2	—
9	+6	+3	+6	+3	Survival skill	3	3	2	0
10	+7	+3	+7	+3	*Larger than life* (3/day), Charisma increase, supreme confidence	3	3	3	1

CLASS SKILLS

Skill Points at Each Level: 4 + Int modifier

The taker's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
		Concentration	Appraise	Innuendo	Bluff
			Forgery	Listen	Diplomacy
			Knowledge (any)	Profession	Gather Information
			Read Lips	Sense Motive	Intimidate
			Search	Wilderness Lore	

morale bonus to attack rolls and saving throws equal to his Charisma bonus. This is an extraordinary ability.

Spells: A taker gains the ability to cast a small number of arcane spells. To cast a spell, the taker must have a Charisma score of at least 10 + the spell's level, so a taker with a Charisma of 10 or lower cannot cast these spells. Taker bonus spells are based on Charisma, and saving throws against these spells have a DC of 10 + spell level + the taker's Charisma modifier. The taker's spell list appears below; a taker has access to any spell on the list and can freely choose which to cast, just like a sorcerer.

When the taker gets 0 spells of a given level, he gets only bonus spells for that spell slot. A taker without a bonus spell for that level cannot yet cast spells of that level. Bonus spells are based on Charisma.

Spells gained from being a taker cannot be cast on others. All of the spells cast from the taker spell list are treated as though they have a range of personal.

Taker Spell List

1st level—*cure light wounds, endure elements, enlarge, expeditious retreat, jump, sanctuary, true strike.*

2nd level—*bull's strength, cat's grace, cure moderate wounds, darkvision, endurance, lesser restoration, resist elements.*

3rd level—*cure serious wounds, haste, protection from elements, nondetection, remove disease, tongues*

4th level—*cure critical wounds, neutralize poison, remove curse, restoration, stoneskin.*

THE XAOSITECT

Zibbit looked around at his companions dodging flapping books and sliding chairs. "Interesting. I didn't know I could do that."

Xaositects belong to the faction of the same name, promoting chaos in all its glorious forms. Members of this faction see the universe as a place of permanent chaos. Patterns and order are illusions. Barbarians are attracted by the lawlessness of the faction, but the other classes are fairly well represented (with the noted exception of monks and paladins).

CLASS REQUIREMENTS

To qualify to become a xaositect, a character must fulfill all the following criteria:

Alignment: Any chaotic.
Base Attack Bonus: +4.
Base Fort Save: +2.
Base Reflex Save: +2.
Base Will Save: +2.

Class Features

All of the following are class features of the xaositect prestige class.

Weapon and Armor Proficiency: A character who takes a level of xaositect becomes proficient with all simple and martial weapons, all armor, and shields.

Hide from the Law: Lawful spellcasters find it difficult to perform divinations against the xaositect. This supernatural ability functions like a *nondetection* spell cast by a spellcaster of the xaositect's character level, except that it functions only against creatures of lawful alignment. This ability can be suppressed or resumed by the xaositect as a free action.

No Rhyme or Reason: Xaositects are immune to Illusion (Pattern) spells and gain a +3 bonus to saving throws against spells with a Lawful designator.

Chaotic Contagion: With a successful melee touch attack, the xaositect can compel a creature to act randomly. The touched creature must make a Will saving throw (DC 10 + the xaositect's class level + the xaositect's Charisma modifier). Failure indicates the creature must act randomly as per the *random action* spell. The xaositect can use this spell-like ability three times a day plus the xaositect's Charisma modifier (always at least once). The xaositect must declare the use of this ability before the attack is made. If the attack misses, that use of *chaotic contagion* is wasted.

Unlike *random action*, this is not a mind-affecting effect. Thus, mindless undead, constructs, oozes, and vermin are not immune. The subject of a *protection from chaos* spell is made immune to this ability for the duration of the spell.

HIT DIE D8

THE XAOSITECT

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special
1	+0	+0	+2	+0	Hide from the law, *chaotic contagion*, no rhyme or reason
2	+1	+0	+3	+0	*Babble* (10 ft.)
3	+1	+1	+3	+1	*Confusion aura* (5 ft.)
4	+2	+1	+4	+1	*Babble* (20 ft.), chance's friend (1/day)
5	+2	+1	+4	+1	Chaotic defense, *confusion aura* (10 ft.)
6	+3	+2	+5	+2	*Babble* (30 ft.), burst of chaos
7	+3	+2	+5	+2	*Spark of life*, chance's friend (2/day), *confusion aura* (15 ft.)
8	+4	+2	+6	+2	*Babble* (40 ft.)
9	+4	+3	+6	+3	*Confusion aura* (20 ft.), law's bane
10	+5	+3	+7	+3	*Babble* (50 ft.), chance's friend (3/day), chance's master

Babble: At 2nd level, the xaositect can generate a field that causes all sounds in the area to become garbled, cacophonous, and unintelligible noise. All noise within the area is altered and changed. Noises that issue from, enter, or pass through the area are altered and made unrecognizable as a natural sound. Verbal communication is impossible. Even something so simple as a shout of surprise is turned into a warped and alien sound. Spells with verbal components cannot be cast. Scrolls and other magic items that require a verbal component to be activated do not function. Spells and items that rely on sound do not function. Sonic damage has no effect.

The xaositect can use this spell-like ability three times a day plus the xaositect's Charisma modifier (always at least once). The effect is an emanation centered on the xaositect with a radius of 10 feet per two xaositect class levels.

There is no saving throw for this effect, and spell resistance does not apply.

Confusion Aura: A xaositect of 3rd level or higher can cause nearby creatures to become *confused.* Creatures within range must make a Will saving throw (DC 10 + the xaositect's class level + the xaositect's Charisma modifier). Failure indicates the creatures are *confused* for a number of rounds equal to the xaositect's class level.

The xaositect can use this spell-like ability three times a day plus the xaositect's Charisma modifier (always at least once). The effect targets all creatures except the xaositect in an area centered on the xaositect with a radius as determined by level.

Chance's Friend: At 4th level, the xaositect can manipulate the whim of chance. Using this ability allows the xaositect to reroll one roll just made. The xaositect must use the result of the second roll. This supernatural ability is usable a number of times per day as determined by level.

Chaotic Defense: At 5th level and higher, the chaos a xaositect embodies manifests as a protective force of randomness. Any attack directed at the xaositect suffers a 10% miss chance. This is a supernatural ability.

Burst of Chaos: At 6th level, the xaositect can create a burst of chaotic energy that damages lawful opponents. This spell-like ability works exactly like *chaos hammer* as cast by a sorcerer of a level equal to the xaositect's character level.

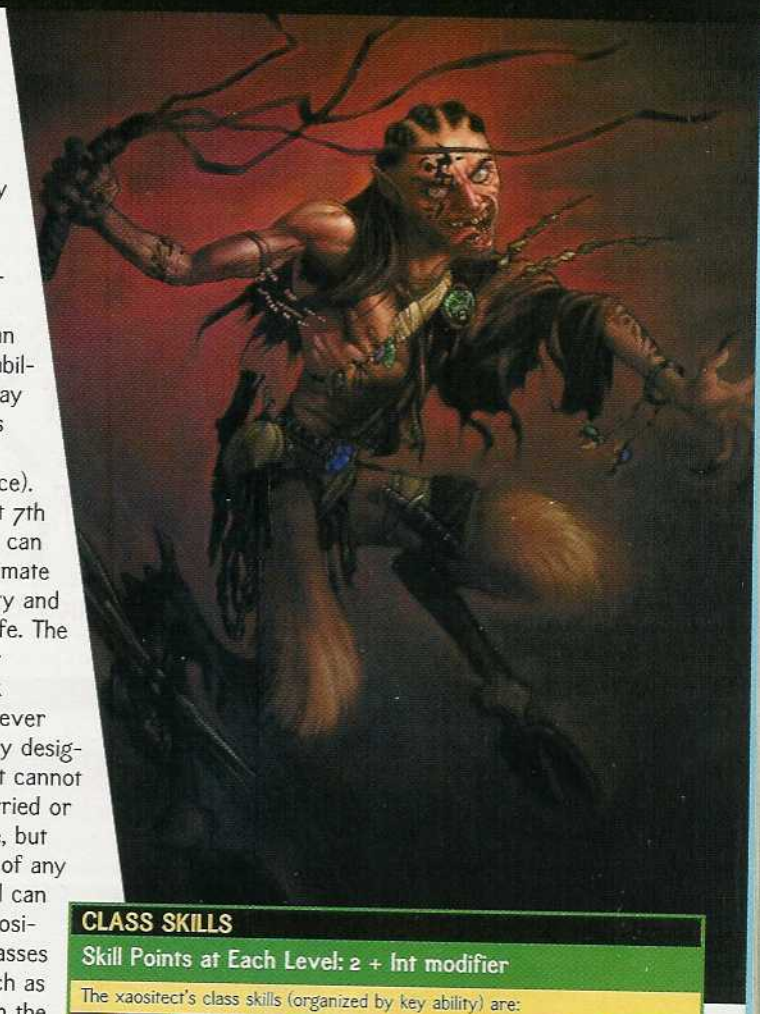
The xaositect can use this spell-like ability three times a day plus the xaositect's Charisma modifier (always at least once).

Spark of Life: At 7th level, the xaositect can imbue nearby inanimate objects with mobility and the semblance of life. The animated object, or objects, then attack whomever or whatever the xaositect initially designates. The xaositect cannot animate objects carried or worn by a creature, but unattended objects of any nonmagical material can be affected. The xaositect can animate masses of raw material, such as sand or a rock from the ground, as long as the volume does not exceed his maximum.

The xaositect can affect 1 cubic foot of material per xaositect class level within 20 feet. The objects remain animated for 3 rounds plus the xaositect's Charisma modifier (always at least 1 round). The xaositect can use this spell-like ability once per day.

Law's Bane: At 9th level, the xaositect is permanently warded from attacks by lawful creatures. This works exactly like *protection from law* as though cast by a caster of the xaositect's class level, except that it has a permanent duration. This supernatural ability can be dispelled, but the xaositect can resume its protection as a free action.

Chance's Master: At 10th level, the xaositect is so immersed in the random nature of the universe that he can force any creature to reroll a result he does not like. The creature must be a visible target within 60 feet. After the result of a roll is announced, the xaositect can announce that he uses the chance's master ability. The targeted creature must then make a Will saving throw (DC 10 + the xaositect's class level + the xaositect's Charisma modifier). Failure indicates that the xaositect can force the roll to be made again. The creature must use the result of the second roll. The xaositect cannot change the result of a roll made in the past, only one that has just been made. The chance's master ability can be used during another creature's action. It requires no action on the part of the xaositect to use. This supernatural ability is usable once per day on any creature other than the xaositect.



CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The xaositect's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
			Craft	Innuendo	Bluff
			Decipher Script	Sense Motive	Diplomacy
			Forgery		Gather Information
			Knowledge (any)		Intimidate
			Read Lips		Use Magic Device
			Search		

Exclusive skill

As more and more D&D supplements add to the feat selections of sorcerers, wizards, and other spellcasters, the psionic character's feat selection begins to pale, especially those specifically dealing with manifesting powers. Here is the remedy.

EXPAND YOUR MIND

by Bruce R. Cordell • illustrated by D. Alexander Gregory

PSIONIC ABILITY METAPSIONIC ABILITY

PSIONIC DEFENSE

Choose a psionic discipline, such as Telepathy. You can resist powers from that school better than normal.

Benefit: Add +2 to your saving throws against powers of a chosen discipline.

Special: You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a new psionic discipline.

AUGMENT CONSTRUCTION

Your astral constructs are better than normal.

Prerequisite: Manifester level 2nd+.

Benefit: Astral constructs you create with the astral construct powers gain +1 hit point per Hit Die and a +1 competence bonus on attack and damage rolls.

CHAIN POWER

You can manifest powers that arc to other targets in addition to the primary target.

Prerequisite: Any other metapsionic feat.

Benefit: You can chain any power that specifies a single target and has a range greater than touch. The chained power affects that target (the primary target) normally, then arcs to a number of secondary targets equal to your manifester level. Each arc affects one secondary target. You choose the secondary targets as you like, but they must all be within 30 feet of the primary target, and no target can be affected more than once. You can affect fewer secondary targets than the maximum.

If the chained power deals damage, the secondary targets each take half as many dice of damage as the primary target (rounded down) and can attempt Reflex saving throws for half of the secondary damage. For powers that do not deal points of damage, the save DCs against arcing effects are reduced by 4. For example, a 16th-level psion manifests a chained *baleful teleport* on a nearby githzerai and can specify up to ten secondary targets. The githzerai, as primary target, must make a Will save against DC 17, while those affected by the secondary arcs save against DC 13.

A chained power costs a number of power points equal to its standard cost +6.

PSIONIC ENERGY SUBSTITUTION

You can modify a power that uses one type of energy to use another type of energy.

Prerequisites: Any other metapsionic feat, 5 ranks in Knowledge (psionics).

Benefit: Choose one type of energy: acid, cold, electricity, fire, or sonic. You can modify a power with an energy designator to use the chosen type of energy instead. A substituted power works normally in all respects except the type of damage dealt.

A substituted power costs a number of power points equal to its standard cost (there is no extra cost), modified by any other metapsionic feats.

Special: You can gain this feat multiple times, each time it applies to a different type of energy.

PSIONIC ENERGY ADMIXTURE

You can modify a power that uses one type of energy to mix in an equal amount of another type of energy.

Prerequisites: Psionic Energy Substitution (one other), one other metapsionic feat, 5 ranks in Knowledge (psionics).

Benefit: Choose one type of energy: acid, cold, electricity, fire, or sonic for which you already have selected for the Psionic Energy Substitution feat. You can modify a power with an energy designator to add an equal amount of the chosen type of energy. The altered power works normally in all respects except for the type of damage dealt. For instance, a sonic admixtured *firefall* would deal 5d4 points of sonic damage and 5d4 points of fire damage.

Even opposed types of energy, such as fire and cold, can be combined using this feat. An admixed power costs a number of power points equal to its standard cost +8.

Special: You can gain this feat multiple times, choosing a different type of energy each time. You can use Psionic Energy Admixture to further alter a power that has already been modified with Psionic Energy Substitution. You can also use Psionic Energy Admixture to include your chosen energy type with a power that already uses the same type, in effect doubling the damage dice.

EXTRA POWER

You can learn one more power.

Prerequisite: Manifester level 3rd+.

Benefit: You learn one additional power at any level up to one level lower than the highest-level power you can manifest. Thus, a 4th-level psion gains a new 0-level or 1st-level power, expanding his repertoire. A 4th-level psychic warrior can learn an extra 0-level power. You learn extra powers from your class power list.

Special: You can gain this feat multiple times. Each time, you learn a new power at any level up to one less than the highest-level power you can manifest.

FORTIFY POWER

You can manifest powers to greater effect.

Benefit: All variable, numeric effects of an fortified power are increased by one-quarter (minimum of 1). A fortified power deals an extra twenty-five percent damage, cures twenty-five percent as many hit points, affects twenty-five percent more targets, and so on, as appropriate. For example, a fortified *lesser concussion* deals twenty-five percent more damage (roll 1d6 and multiply the result by 1.25, with a minimum extra damage of 1). Saving throws and opposed rolls (such as the one you make when you manifest *negate psionics*) are not affected. Powers without random variables are not affected. A fortified power costs a number of power points equal to its standard cost + 2.

Special: You can apply Fortify Power to the same power multiple times. Each time you apply it, the power is fortified another twenty-five percent, and it costs 2 more power points. For instance, a *lesser concussion* fortified 3 times deals 1d6 x 1.75 damage for a cost of 7 power points. You can't break the power point limit of the manifester level minus one when using Fortify Power multiple times on the same power. Thus, an 8th-level manifester could have used the power as described in the above example, while a 7th-level caster could not, though he could use Fortify Power twice on *lesser concussion* so that it deals 1d6 x 1.5 damage, for a cost of 5 power points.

MIND BLIND

Your mind becomes partially closed off to psionic combat.

Prerequisite: Psychic Bastion.

Benefit: You permanently gain a mental hardness of 3. This mental hardness stacks with mental hardness provided by Psychic Bastion and psionic defense modes. However, your partially closed-off mind also inhibits your use of psionic attack modes—all your psionic attack modes are assessed a -3 ability damage penalty (minimum damage 1).

REACH POWER

You can manifest a power with a range of "touch" at a distance.

Prerequisite: Enlarge Power.

Benefit: You can manifest a power that normally has a range of "touch" at any distance up to 25 feet. The power effectively becomes a ray, so you must succeed at a ranged touch attack to bestow the power upon a recipient.

A reach power costs a number of power points equal to its standard cost +2.

RECOGNIZED POWER CHAINS

NEW PSIONIC FEATS

PSIONIC FEATS	PREREQUISITES
Augment Construct	Manifester level 2nd+
Extra Power	Manifester level 3rd+
Mind Blind	Psychic Bastion
Power Specialization	Weapon Focus, manifester Level 4th+
Psionic Defense	Psionic Focus
Resculpt Mind	Psion only, manifester level 3rd+
Upgrade Power	Any other psionic or metapsionic feat

NEW METAPSIONIC FEATS

METAPSIONIC FEATS	PREREQUISITES
Chain Power	Any other metapsionic feat
Psionic Energy Admixture	Psionic Energy Substitution, any other metapsionic feat, 5 ranks in Knowledge (psionics)
Psionic Energy Substitution	Any other metapsionic feat, 5 ranks in Knowledge (psionics)
Fortify Power	None
Reach Power	Enlarge Power
Repeat Power	Any other metapsionic feat
Sculpt Power	Any other metapsionic feat
Split Psionic Ray	Any other metapsionic feat
Widen Power	Any other metapsionic feat

MORE RECOGNIZED POWER CHAINS

REPEAT POWER

You can manifest a power that repeats the following round.

Prerequisite: Any other metapsionic feat.

Benefit: A repeated power is automatically manifested again at the beginning of your next turn. No matter where you are, the second power originates from the same location and affects the same area as the original power. You cannot use this feat on powers with a touch range. If the original power designates a target, the repeated power affects the same target if it is within 30 feet of its original position; otherwise the second power fails.

A repeated power costs a number of power points equal to its standard cost +6.

RESCULPT MIND

You gain a metapsionic feat instead of a psionic combat mode.

Prerequisites: Psion only, manifester level 3rd+

Benefit: Instead of gaining a new psionic combat mode when you go up a level, you instead choose any metapsionic feat, gaining it as a bonus feat. You now choose to gain a metapsionic feat or a psionic combat mode at each level you normally qualify for a new psionic combat mode (3rd, 5th, 7th, 9th, and 11th).

You still have the option of gaining four of the five the psionic combat modes you gave up for bonus metapsionic feats, at levels 13th, 15th, 17th, and 19th, respectively. You may not give up psionic combat modes for bonus metapsionic feats at these higher levels.

SCULPT POWER

You can alter the shape of a power's area.

Prerequisite: Any other metapsionic feat.

Benefit: You can modify an area power by changing the area's shape. The new area must be chosen from the following list: cylinder (10-foot radius, 30 feet high), 40-foot cone, four 10-foot cubes, or a ball (20-foot-radius spread). The sculpted power works normally in all respects except for its shape. For example, a *firefall* power whose area is changed to a cone deals the same amount of damage, but the *firefall* affects a 40-foot cone burst.

A sculpted power costs a number of power points equal to its standard cost +2.

POWER SPECIALIZATION

You deal more damage with ray powers.

Prerequisites: Weapon Focus (ray), Manifester level 4th+.

Benefit: Your damage-dealing powers that require a ranged touch attack gain a +2 damage modifier. For instance, *finger of fire* is considered a ray power. The damage bonus only applies if the target is within 30 feet, because only at that range can you strike precisely enough to hit more effectively.

SPLIT PSIONIC RAY

You can affect two targets with a single ray.

Prerequisites: Any other metapsionic feat.

Benefit: You can split powers that specify a single target and require a ranged touch attack. Only powers that deal damage can be affected by this feat. The split ray affects any two targets that are both within the power's range and within 30 feet of each other. Each target takes half as much damage as normally indicated (round down). If desired, you can have both rays attack the same target.

A split ray costs a number of power points equal to its standard cost (there is no extra cost), modified by any other metapsionic feats.

WIDEN POWER

You can increase the area of your powers.

Prerequisite: Any other metapsionic feat.

Benefit: You can alter a burst, emanation, or spread power to increase its area. Powers that do not have an area of one of these three sorts are not affected by this feat. Any numeric measurements of the power's area increase by one-half. For example, a widened *whitefire* power (which normally produces a 20-foot-radius spread) now fills a 30-foot-radius spread. A widened power costs a number of power points equal to its standard cost +6.

UPGRADE POWER

You can upgrade your powers

Prerequisite: Any other psionic or metapsionic feat.

Benefit: Choose one power chain from which you have learned a psionic power. When you learn a higher-level power on that chain, you can "forget" one or more lower-level powers you know on the chain, substituting new, different powers of the same lower level instead. If you "forget" a lower-level power and that is the only power you know from your discipline at that level, you must substitute another power from your discipline at that level. You can choose not to "forget" a lower-level power you know, even if learning a higher-level power on a chain for which you have chosen this feat. Recognized power chains are described in the Recognized Power Chains sidebar—other power chains may be possible (or the recognized power chains may be altered), at your DM's discretion.

Special: You can gain this feat multiple times. Each time, it applies to a new power chain.

Some of the preceding feats were adapted from *Tome and Blood: A Guidebook for Sorcerers and Wizards*, *Defenders of the Faith: A Guidebook for Clerics and Paladins*, and the *Forgotten Realms Campaign Setting* book. You may find more psionic feat ideas in these and other books.

TOMM DREAMED OF FAT, CRUSTY TROUT

all a-sizzle in a pan, all a-crackle, all a-hiss as they turned a goldy brown. Drew in the juicy, quivered, shivered, at the peppery tang that left him dizzy in the head.

That was the good part, that was the way the dream began. The way it ended was the horror and the dread, the part where he tried to wake up, tried to run away, where the crackle and the sizzle disappeared, and Tomm fell deep, deep, deeper into the terrible dark, and knew he could never find his way back home again . . .

"You didn't sleep well, Tomm," Mother said. "I heard you groan and toss about. I hope you didn't have a fright."

"If I did I don't recall," Tomm said. "If I kept you awake, I'm sorry, Mother, I surely wouldn't want to do that."

"Why, you did nothing of the sort," Mother said, stirring the mush that hung above the fire. "I don't think I even turned over all night. Your father always says, 'Senya, you sleep like a stump. The world could end and you'd miss the whole thing.'"

She always did that, always said the very same thing, gave a little sigh when she mentioned Father's name.

Tomm knew she hadn't slept, knew she couldn't, that she'd never grow used to just lying there alone.

He remembered—just barely—how she was in better days. Sorrow had taken its toll, and washed her youth away. Why did things change, Tomm wondered. Why couldn't all the bad go away?

He choked on thistle cake, washed the dusty taste away with a sip of beetle tea.

"I dreamed about a trout," Tomm said, "sizzling in a pan. I could smell it, I could taste it, just like it was real."

"Oh, Tomm," Mother said, warming her hands around a cup of tea, "I don't see how you could. You were much too little to remember such as that."

"I do, though. I wouldn't make it up, I wouldn't do that."

"Why, I know you wouldn't, Tomm, so it must be true. Maybe, tonight, I'll dream about it too."

Finishing his food, for he always left his plate clean, he reached for his coat on a peg by the door. The poor thing was raggedy, but any wrap was better than no wrap at all.

"Give me a kiss right here," Mother said, tapping her cheek as she always did. "And don't forget to say good morning to your father, he'll be waiting there, you know."

He assured her that he would, and took the small bundle she placed in his hand. He knew it was dried rootbread from supper the night before. He knew she'd given him most of what they had, and he slipped half a slice on the table while she walked him to the door . . .

2

The cold ate through his jacket, through his trousers, through patches sewn with greater patches still.

Tomm bent his head against the chill, for there was nothing ahead he wished to see. Grayback Hollow offered raw and empty sights, vistas bleak and grim. The river made its sluggish way across the flats, beneath the Tangle Woods and the dark peaks lost in morning mist.

Hovels of rotten wood clung to one another like children frightened of the night. From every shaggy roof hung amulets and charms to ward away the phantoms of the dark.

Tomm saw the Snouter an instant before the creature spotted him. He turned, quickly, but not before he caught a chilling glimpse of the blunt, ugly nose, the bristly jowls, the tiny opal eyes.

The Snouter mumbled to himself but paid no heed to Tomm. Sometimes they stopped you, just because they could, whether you'd done a thing at all.

Tomm had nothing against the Newlie folk. He'd only seen a few, and those so long ago. Bowsers with their funny round hats, yipping and yapping as they pulled their painted wagons through town. They never sold anything in Grayback Hollow and soon stopped coming at all. He'd seen a great Bullie once, a giant of a fellow with a ring in his nose. A band of Badgies came through when he was three, but the men quickly ran them out of town.

Father always said that Newlies were no worse or better than humankind. He never said that about Snouters, though. Not after The Helda brought them in, not after what they did . . .

Now there were other people about, on their way to work as well. They all looked alike. Everyone in Grayback Hollow was the color of ash, cinders, and soot. Everyone just like Tomm, in his ravelly coat, in his trousers thin as lint.

Some people hurried through the square, some people paused for a moment with a brother, with a father, with a son.

Tomm stopped too. He stopped and said, "Morning, Father. Mother's feeling some better than she did the day before."

Tomm looked at Father, and Father seemed to look back. It seemed to Tomm that the lines around his mouth had curled into a smile. It might be the light, a shadow passing by. Tomm, in truth, couldn't tell, but he liked the feeling all the same.

"I guess we're all right," he said. "I guess we're doing what we can."

The little girl was right behind Tomm. Tomm couldn't see her, but he knew she was there. He knew her name, too, which was Elebet Kree.

"Go away," Tomm said, without turning about, "I'm busy, and I don't have time for you."

"I've talked to my father, I've talked to Uncle Roc. I even talked to my brother Rundel Plue. Now I want to talk to you."

Tomm tried to hide his irritation, as he did every morning, at the end of every day. Elebet was like a pesky flea, like a gnat who buzzed up your nose. Still, it was true she had *three* kinfolk to visit in the square, and not many people in town could say that.

He broke a piece of rootcake from what he had left and placed it at Father's feet.

"Come on," he said, "we'll walk to work together, we don't have a lot of time."

Elebet smiled, a drawn and haggard smile, for her cheeks were so hollow, her features so gaunt, there was scarcely room for any smile at all.

"I'll only be a minute," she said, "I'll catch up quick."

Tomm looked at the people passing by. They hurried past the square, wrapped their coats about them against the chill. He didn't look at Elebet Kree, didn't watch her stuff the rootcake deep in the pocket of her coat. And when she caught up,

her cold hand reached up for his, and they walked across the square, bending to the wind.

"Six," Elebet said, as she always did, counting as she walked across the square. "'leven, seventeen . . . twenty-two, thirty-six . . ."

". . . thirty-seven," Tomm finished, "thirty-eight and thirty-nine . . ."

And then they were gone, past the square and down the road, leaving the square and the thirty-nine behind. And neither could guess there might be forty-one next, for The Helda had caught the Brothers Grel, that troublesome pair, and now they would join their fellows there . . .

When they reached the mine, the grim wall pierced with a hundred dark holes, Tomm and Elebet looked straight ahead, looked neither left nor right. No one ever did, for often The Helda sat atop the hill in his carriage black as night, with the black shades drawn. No one ever saw him, but they knew he was there. And, who, in Grayback Hollow, who with their senses intact, cared to be the one who looked up at the moment The Helda was looking back?

3

Before The Helda came, there had never been much to do in Grayback Hollow, and the people liked it that way. The village was blessed with a gentle river filled with perch, bass, speckled trout, and pike. Filled, crowded, virtually packed with fish of every sort, fish so lazy it was a bother to pull them out.

Every spring, the fields behind the town sprang up with Silverhead Wheat, wheat so heavy it bent to the ground. No one had to plant it, no one had to care. Silverhead Wheat was simply there. And, to add to the bounty of fat fish and bread, every gaily painted house had a garden in back, where veggies exploded from the rich, dark soil three times a year.

There was only one place in Grayback Hollow that no one ever went near. Someone, way back when, had named it Stinkum Glen for the awful stench that lingered there. No one knew why, no one really cared. All you had to do was stay clear of Stinkum Glen.

All that changed when The Helda came to town . . .

Somehow, The Helda knew. Something in his dark and witchy soul had drawn him there, something told him there was something he needed in this lovely, peaceful town.

He found that thing in Stinkum Glen. Sometime in ages past, a battle, a slaughter, a horrible thing had happened here. And, lying dark and bleak beneath the earth was a far greater treasure than gold.

Here, men had suffered pain, torment, and dread. And, as every black sorcerer knew, nothing held such power as the graves of men who had passed in agony and fear.

Here, The Helda knew, was a bone mine greater than any seer had ever dreamed. He would not even have to bring workers in; they were already here, a town full of fat, foolish men and women, and hardy boys and girls.

When he came, he brought his horrid kin along, creatures he had spawned with spirits of the night, things never seen in this world, things that should have never been born.

Finally, The Helda tired of these creatures, cursed his own kind, and murdered them one by one. It was then he brought in the Snouters from far Lagakhan, Newlie folk so mean in spirit they were spurned, turned away from their very own.

From that moment on, The Helda had little trouble with the people of Grayback Hollow. And any who didn't like their new and miserable lives would feel his wrath, for he knew how to handle such things. Nothing, he knew, made a more lasting impression on happy little families than turning their men to stone . . .

4

Tomm worked in Tunnel Twenty-Two, which was not as bad as Twenty-Five, and far less horrid than Twenty-Six, or the very bottom, The Pit, the dark and fetid bowels of the dreaded Twenty-Nine.

Tomm was big for his age, which Mother said was twelve. He had never worked lower than Tunnel Twenty-Five, and he thanked his size for that. Elebet Kree, who was thin as bee breath, worked in Twenty-Seven and stole all the food she could. Stole food, ate bugs, and threw up all the time. For there were children still smaller than she, children in Tunnel Twenty-Eight, and the awful Twenty-Nine.

Tomm knew she was getting thinner all the time. Next time the Sizing came around, he feared she'd pass through the ring, and the Snouters would take her down, down, down to Twenty-Nine. Then, Elebet Kree would simply disappear, for the Youngers who worked there never saw the sunlight again.

Elebet was frightened, for she knew what was coming, knew it was coming soon. She'd whispered the terrible secret to Tomm and made him promise not to tell.

"There isn't nothin' down there, Tomm. Nothing in Twenty-Nine and nothing down below. It's just rock, is all. The bone's all gone . . ."

Elebet told him the hollow-eyed Youngers who lived in the tunnels just above Twenty-Nine were working day and night, making up for their friends down below, digging for a scrap, anything at all to send up, to keep the Snouters from finding out.

And how long could they keep that up? Tomm wondered. How long before The Helda learned something wasn't right?

The thought filled Tom with dread. If there wasn't any bone, The Helda would have no use for Grayback Hollow, or the folk who lived there.

When he came up again, up the twisted way, the narrow path, choked with the smells of the weary, thick with the dry, horrid odor of the bones of ages past, he saw the sky was dark, that a storm had swept in driving curtains of rain across the town.

Workers poured out of the mine, heads bent low against the coming night. Snouters stood about like dark and rigid stumps, water dripping off their ugly faces, off their bristly jaws, huddled in their capes against the rain. Snouters were even more testy in the rain, for they were unclean creatures and hated water of any kind.

Tomm waited for Elebet, waited till the others were nearly gone. Waited, and waited, but she didn't appear. Through the sheeting rain, he could see the Grinders working far atop the hill. Grinders were full-grown men, for theirs was the hard, killing task of turning the great stone crushers which ground the bones to powder, that vile gray essence so precious to seers, so essential to hexes and spells.

Grinders never left that lonely hill, for they were the fathers, the brothers, the sons of Grayback Hollow, the willful and the strong.

Thus, The Helda kept the men of Grayback hostage, and the

women and the children as well. The Helda never harmed the women, for they cared for the Youngers, and the Youngers he needed for the mines.

And, when a man lost his senses from despair—which happened now and then—The Helda would hear of this and turn the mad fellow to stone. For some time after, all would be quiet, all would be well in that desolate town.

Tomm knew if he lasted long enough, he would be a Grinder too. Either that, or he would end up in the square. End up with Father, and the others, and the kin of Elebet Kree.

Tomm blinked at the sky, unaware that time had passed him by. The storm had swept away, and the night was closing in. He stood, all alone, all the others gone, and, of a sudden, he felt as if someone or something was watching, something that filled him with overwhelming fear. He glanced at the mine, looked at the hill, but nothing was there.

Then he saw it, and in that instant he was frozen with fright, too scared to even breathe. Far away, past Grinders' hill, on a high and stony ridge, something squatted, something stooped, something dragged itself along in an unearthly motion, quivered, shivered, slid across the ground.

And, worse still, though the something was a shadow, the something was a blur, Tomm imagined it was looking right at him, trying to peek into his soul . . .

5

Tomm ran. Ran like a creature who could feel the hunter's breath, ran past the grim stone figures in the square, ran into the darkness of the night.

He ran past the foul, dead river, past the horrid smell. Ran till he gasped, till he fell, dropped upon the damp ground . . .

When he woke, he was certain he was dead, for life had surely fled from a body so frozen with the cold. There was frost upon his limbs, and when he tried to speak, the cold rime crackled from his lips, trickled down his cheeks.

He knew time had passed, for the hard, uncaring stars had moved dizzily in their course across the sky. Mother would be worried, for he was never late, would never give her cause for concern.

Yet when he stood, stretched his stiffened limbs, a new chill grabbed at his belly, one that had nothing to do with the cold. For he saw, at once, he was nowhere near the familiar path home, nowhere even close. He was deep within a thicket, in a dense and twisted grove, lost amid thorns and sticker weed. All about him were gnarled and tortured roots, great enormous trees choked by strangle vines.

He knew where he was, though he'd surely never been there, never imagined he would be. No one, not the oldest souls in Grayback Hollow, had stood where Tomm stood now. For this was Tangle Forest, and no one dared to venture there . . .

Yet for all his fear of this alien clime, when his heart began to settle to a nearly steady beat, Tomm, to his wonder and surprise, breathed a great sigh of relief. Demons came about now and then, and even if you'd seen one or two, they could give you quite a start. There was no great shame in running from a phantom in the dark.

He hadn't the faintest idea which way would lead him home. And, even if he knew, getting through the thorny snares was a more than hopeless task. If no one in all remembered time had gotten *into* Tangle Forest, how would a lad, who might be close to twelve, hope to make his way back out again?

"Well, you cannot simply stand here and freeze," he said aloud. "A stump can do that without any wits at all. Surely you can do better, at least you can give it a try."

As he stood, bringing every useful thought to bear, he began to hear the sound. It might, he thought, be no more than the faint rush of wind in the trees. Or, as twitchy as he was, it might be nothing at all.

There, there it was again. A calm and restful sound. Sweet, untroubled, a sound that made Tomm's eyes grow heavy, lulled him, drew him toward the comforting arms of sleep—

Quickly, he shook these numbing thoughts aside, for he knew this wasn't sleep at all. Sleep comes unaware, and Tomm had never been more conscious, more sharply attuned to the world in all his short life.

The moment he came to this uncommon state, he could clearly see a path through the tangle, through the cluttered brush. Vines and branches whipped aside. Brambles, briars, and spiny things shrank to let him by.

Now, he was keenly aware that the dark had taken on a different hue, that the distant stars were no longer hidden by the thick, oppressive foliage that had choked out the night.

He stopped, listened to the pleasant, haunting sound. It struck him that he was no longer chill, that here in this place, the cold had given way, leaving the darkness warm and still.

With a great sense of delight, he wriggled his toes a moment, welcoming them back. Then, with a sigh, he took a step forward down the path, took a step again—

—stopped, at once, for the way ahead was gone. Vanished. There was nothing there at all.

Tomm held his breath. Looked, and saw he stood on the rim of a steep, circular bowl, a darkened hollow crowded on every side by trees and tangled vines.

As his eyes grew accustomed to this sight, he saw, directly across from where he stood, a thing he had never imagined, could never have dreamed in a thousand years.

His heart skipped a beat, and he nearly cried out aloud. For here was the source of that sweet, unearthly sound that had filled his head with joy . . .

Water. Water clear and pure, water you could see right through, water not fetid or foul, that trickled in a pale luminescence down the stony wall.

Where did it come from, he wondered, where did it go? For it never reached the dismal river that made its way past Grayback far below.

"Look down, little boy," said a voice that made him start. *"Look down, come closer and you'll see. Look down, little boy, for there's nothing in the deeper, deeper dark for you to fear . . ."*

6

"No, no!" Tomm shouted, the hair rising up on the back of his neck. "You're a dream is what you are, and I'm not asleep now. You can't hurt me!"

A dull, faraway rumble, a deep resonation rose from down below. A sound, Tomm thought, like the cry of a great iron bell that had drowned in the sea a million years ago.

"Don't make me angry, little boy . . . that's not good for a little boy to do . . ."

Tomm tried to back away, tried desperately to flee. Now, though, the brambles and the briars were clearly his friends no more. Instead, they twined themselves against him, forced him closer to the edge of the deep and darker pool.

"Why do you shake, why do you tremble, little boy? Did I not say there is nothing in the deeper, deeper dark to fear?"

"I can't help it, all right? I'm scared out of my wits. What—what do you expect me to do!"

"Nonsense. I didn't harm you in your dreams, I never hurt you at all."

"That's 'cause I woke up in time. You would've if you could."

Tomm was near certain the voice down below gave a deep and terrible sigh.

"There's so little you know, boy. How can you say you're awake, how can you say what's a dream? When you wake, perhaps that's a dream as well . . . maybe it's the dream itself that's real . . ."

"You're just trying to trick me or something. I don't want to hear stuff that's not real."

"You would know what's real then, boy?"

"I know what's real, all right, and it sure isn't you. What's real is going down in the mine and not having anything to eat, and Mother cryin' all the time and—and Father turning to stone!"

The thing down below didn't answer. For a long, long moment, the terrible silence seemed so heavy it would press Tomm into the ground.

"And the thing you flee, boy, the thing that sent you howling through the night . . . is that real and true, then, is that a horror of the dark or a creature from a dream?"

Tomm felt as if he might shrivel up like a straw in the fire, curl up into nothing at all.

"No, it's real, all right. I don't know if you are, and don't take offense, but I know a demon's not a dream."

"You're right, little boy, it's as real as real can be . . .
as real as real can be . . .
as real as real
AS REAL AS REAL CAN BE . . ."

Tomm clapped his hands against his ears, but nothing he could do would make the fearful words go away.

Then, for an instant, for a blink, he saw something shiver, something roll, just beneath the surface of the deeper, deeper dark below. It was there, and then it was gone . . .

Tomm tore through the bramble, through the brush, stumbled through the thick of Tangle Forest, somehow broke free without a cut, without a scratch.

He sensed, somehow, he was not alone in his flight, knew that a small hand firmly gripped his own, led him deftly through the chokes and the snarls, the stingers and the barbs.

When at last he stopped, fell to the ground and gasped for breath, he looked up and saw her, marveled at her beauty, at her soft and downy flesh, at her pink and pointy ears, at her dark and iridescent eyes. And, though he'd never seen her kind before, he knew at once she was a Newlie, one of the quick and graceful folk of Mycer breed.

"Who are you, where do live, tell me your name?" he said, for he could find no proper words at all.

"Have a care, Tomm," she said, leaning down to whisper in his ear, "have a care and get you quickly home again."

She was gone, then, and though he tried to find her in the night, nothing was left but the sweet scent of her breath, and the touch of her lips against his ear.

That, and something else, something Tomm was certain was part of a marvelous dream. For though each wondrous, frightful moment of this day might be truly real, the thing that lay on the grass beside him was a fancy, a trick of the eye, and nothing more than that.

He knew that whatever had happened, whatever might have been, there was *not* a sack of damp, woven grass upon the ground, a sack full of fat, shimmering, golden trout . . .

7

"It's a miracle," Mother said, "I just know it is. The Fates have found favor with us again. The sun will shine, the wheat will grow, and all will be as it was before!"

She whirled about from the stove, passing the skillet right under his nose, teasing Tomm with the sizzle, the sight, the heavenly aroma of a fat brown trout. He couldn't recall how many he'd eaten, thought it was likely four, didn't care if it was more.

"I wouldn't go so far as that," he said. "One good thing doesn't have to mean there's another on the way . . ."

"Pissle and Posh," Mother said, "you're just like your father, a man with a loving heart, but stubborn as could be. Never looked on the bright side of things, never could think about the good."

Where did the bright side get him, pray tell? Tomm thought, *we're poor as dirt, and Father's a rock, standing in the square.*

He took another bite of the hot, flaky flesh, savoring every bite. Mother had fried the finny creatures in nettle grease and added a precious pinch of salt.

She looked so happy, so bright and full of life, as if she'd set her misery aside. He had brought her joy with his find, yet he dared not tell her more, knew he could never reveal what had happened in the night, knew she'd scarcely listen if he did, for the harsh and lonely years had taught her how to set her sadness aside.

"You must not stay out all night again," she'd told him. "You must not go down to the river after dark. And you mustn't tear your coat, my dear. I doubt I can patch it up again."

"Mother, I don't feel you're listening," he'd said, as gently as he could. "There are no fish in the river. There is nothing there but mud and a very horrid smell."

"Well, there's nothing *horrid* about these fine trout you've brought me, young man. And don't tell your mother she doesn't know fresh and good when she sees it. I guess I've cooked a few suppers in my time."

He wished he hadn't talked about the river at all, but he knew he had to warn her somehow.

"We talked about this," he told her. "You mustn't say anything about the trout. Not to anyone at all. You'll remember, you won't forget, now?"

"Don't lecture your mother, boy, you're still not grown, you know."

She tousled his hair, plucking out a briar or two.

She gave him a packet for his noonday meal, and Tom kissed her on the cheek.

"Don't work too hard," he said, "get some rest if you can."

"Nonsense, I've never felt better in my life. Don't forget to say good morning to your father, dear."

The day was cold, the wind as chill as the morning before. How, he wondered, could he get through the day, how could he crawl through the narrow, airless tunnels when everything hurt, when he could scarcely stay awake?

He wondered if he'd said the right things to Mother, if there was anything more he should have said.

No, not a thing, he knew. Anything he said would be wrong. There was no way to set the thing right. Mother lived mostly in her head, now, off somewhere in better days past.

Why, she didn't remember he'd told her that very morning he'd *dreamed* about trout. She didn't find it odd that now the trout were real. They cooked up nice and goldy brown, and that was just fine.

Tomm passed the grim, shabby houses huddled against the chill, drab, and tumbled houses, houses all atilt, houses naked to the wind. All day and all night, the wind shrieked through every hole, every patch and every crack. Sometimes a house just sighed and gave up, fell into dust and blew away.

"Why does everything have to look so awful," Tomm said aloud. "Why is everything so dreary and sad?"

He knew why, of course. Everybody did. Everything was bad because The Helda was here.

He wondered sometimes what the rest of the world was like. No one came to Grayback Hollow anymore, not people, not Newlies, not even the dead. There used to be a place where the Coldies stayed, Mother told him, just outside of town. Grandfather shades and uncles and aunts would drift by and talk sometimes, just to remember and pass the time of day.

"'Specially if it was supper," Mother said. "The dead don't eat, of course, but they sure do love the smell of pie."

"I don't blame 'em," Tom thought. *"If I was dead, I sure wouldn't hang around here."*

8

Tomm looked for Elebet at the square, but she was nowhere in sight. He thought about the Mycer girl who'd left him the grassy basket of fish. The moment he saw her image in his head, he felt a little tingle in his belly, felt as if his face had gotten warmer than it should. Well, she was real pretty, there was nothing wrong with thinking that, even if he was only twelve.

He wondered if there were other Mycer folk in the hills somewhere, beyond the Tangle Forest. It didn't make sense there was only just one. There were other Newlie folk around—creatures Mother said were sort of like animals, and sort of like people as well. Bowsers, Yowlies, and Foxers, and some he couldn't recall.

But none of them came to Grayback Hollow anymore.

"And why would they," he said aloud. "Why would anyone *want* to?"

"You talking to yourself, that's a sign you're addled in the head," said Elebet Kree. "That's what Mama says."

"I wouldn't care if I was addled or not," he told her. "Who'd ever notice if I was, around here?"

"I would. I'd know, Tomm. But I wouldn't tell anyone."

"Good. I appreciate that. Listen, I waited for you last night and you never came out."

"Maybe you didn't look real good."

"I *looked*, Elebet. I—"

Tomm stopped. He noticed, now, in the ghostly morning light, Elebet looked—scrawnier, dirtier, hungrier for sure. Pinched, gawky, peaked, and poor. It was hard for Elebet to look more wretched than she had the day before, but she'd managed it all the same.

"I think I told a lie," she said, guessing Tomm's thoughts. "I stayed down there for most of the night. It's awful bad, Tomm. They can't hold out much longer in Twenty-Nine. We tried and we tried, but they're out of bones, it's as simple as that."

"I'll do what I can," Tom said. "I still know a couple of Youngers in Twenty-Three and maybe Twenty-Five. Send up what you find. We'll try to fill your baskets on the way."

"The Snouters, they're going to *know*, Tomm. They're going to get us *all* is what they're goin' to do."

"You don't know that," Tomm said, patting her bony shoulder, not patting very hard.

"I *do* know, I know what I— Tomm, my you sure smell fine. What you got there that I can't see?"

"You're mistaken, Elebet. I don't smell like anything at all."

"Yes, yes you do," Elebet cried, springing up and down. "You smell good as you can be!"

"Elebet—" Tomm looked cautiously about. If there had been a Snouter around . . .

"Here," he said, drawing a tightly-wrapped bundle from his pocket, thrusting it quickly under Elebet's coat.

"Take this, and quit squirming about. And *don't* tell anyone where you got it, hear? You have to promise me that."

"I promise," she said, her eyes bright as stars. "Only you got to tell me what it is."

"Go away, little girl," Tomm said, "don't even talk to me, and walk by yourself."

Ducking his head against the chill, he stalked away quickly, hurried past the square. He was nearly to the mine when he remembered he hadn't told Father good morning, and he'd never forgotten that.

He found two girls and a boy he used to know. They promised to toss in a few bones when Twenty-Nine's basket came by. But Tomm could tell they were scared and knew they might do nothing at all.

The day seemed to drag, seemed to shuffle along at an agonizing pace. Tomm worked hard, hammering away, breaking up rock, squatting, bending, looking for bone. And, even though he'd had no sleep the night before, he was sure he'd jump out of his skin before the end of the day.

"I should *never* have brought those fish back home," he muttered to himself. "If I'd just left them there, everything would be fine.

"I didn't tell Mother 'bout the creature that lives in the deeper, deeper dark. I sure didn't tell her 'bout the Mycer girl, so why did I have to tell her about the trout? And *why* did I give my lunch to Elebet Kree?"

It didn't seem fair. If you had to have scary things happen you shouldn't be short, you ought to be tall. You ought to be grown up, you sure shouldn't ought to be twelve.

9

Tomm scarcely heard the distant gong that signaled the day was done. He was hardly aware of the low and solemn sound as it rolled through the dark and twisted ways, off the chill and stony walls, down, down, down, till it caught up with itself in a single, deep resonation that trembled through every empty belly, through every weary soul.

Tomm dropped his hammer and staggered up the passage, up the long and treacherous way. Twenty-Five, Twenty-Four . . . Nineteen, Sixteen . . . and finally Two.

And there, on Two, Tomm heard the awful, desperate sounds that brushed the cobwebs from his head, saw the other Youngers huddled just inside, afraid to go out, lest they learn what this awesome sound was all about.

Tomm rushed by them, out into the light. The sooty clouds of morning had vanished. The sun was ablaze, a fearsome ball of fire that seared his eyes. He blinked at the unfamiliar light, for the sun seldom favored Grayback Hollow, preferring more agreeable sights—

He stopped, then, stunned, struck completely dumb. There before him was the source of the terrible sounds that had brought him on the run. They were huddled together all a-tremble, all awhimper, the gaunt and pitiful Youngers, the smallest of them all, the children of Level Twenty-Nine.

They wailed and they moaned, tried to fade into the ground, but there was nowhere to go. A circle of stocky Snouters stood around them, making horrid, grunty sounds, beating long sticks upon the ground.

Tomm felt as if his shame would crush him on the spot. There was nothing, nothing he could do, and this terrible truth was more than he could bear.

Then, as if someone had gently touched him, whispered in his ear, his gaze came to rest on a single face within that hapless crowd. Elebet looked right at him, and held him with her hollow, frightened eyes.

Run, Tomm, she seemed to say, *run, run, far away from me. They caught us, Tomm, and there's nothing you can do. Run, run, run and get away!*

And Tomm knew then why there were so many there, knew it wasn't just the Youngers from deep in Twenty-Nine, but those who'd tried to help, tried to save their friends below.

It was all Tomm could do to keep his wits about him.

He ran, ran as fast as he could, ran past the square, past the brothers and the fathers and the sons. Past the shabby hovels made of spit, slat, splinters, and lint.

Then, at once, he saw a most peculiar sight. A stream of women nearly knocked him to the ground. Mothers, he knew, from their cries of anguish and pain. Mothers, who had somehow learned their children had been taken by Snouters at the mine.

Tomm had scarcely flattened himself against a wall when another horde appeared, this one going the other way. Instead of sorrow, instead of pain, these women laughed and flailed their arms about.

Now what was *that* about? He could scarcely imagine what joy these women had found on such a day. More puzzling still, he saw they were headed away from town, straight for the river.

Running *from* the river, from the stench, from the mud, was a sensible thing to do. Running *to* it was something else again.

Still, Tomm followed, past the hovels and down the hill. He had never run with women before, never considered their speed. Why, many were as swift as they could be.

He could see the river clearly now, a flat and sluggish worm as fragrant as dung, as colorful as lead. As he grew closer still he stopped, stared, rubbed his eyes to clear the impossible image away.

The women didn't stop at the river, didn't hesitate, but simply jumped right in. Wallowed through the muck, through the sludge, through the mire. And, as each ventured into this dark coagulation, they stirred up another stultifying smell.

If he turned, he could see the herd of mothers headed for the mine. Turning back again, other mothers, slopping about with great delight. Either sight was a wonder in itself. The two together now—

"Tomm, Tomm, I am so glad you're here, I was hoping that you'd come!"

Tomm frowned. An ugly, odorous creature slogged ashore, dripping primal ooze.

"You," Tomm said, backing off a step. "Don't come any closer, please."

"You're not even thirteen, Tomm, don't you talk to me like that. I'll have you over my knee."

"Mother?" Tomm blinked "That can't be you!"

"Well who did you think it was?" Mother said, wiping a patch of mud off her cheek. "It's a good thing you came along, we're not having any luck at all. You'll just have to show us how."

"How to—how to do what?"

"Catch those trout, Tomm. What did you think I was talking about?"

Tomm groaned. "You *told* them? You told these people there were fish in here?"

"Not *all* of them. Just a few."

"Mother, I asked you not to talk about the trout. Don't you remember that?"

"Tomm, you did no such thing. You must never tell a lie. Your father won't like that."

"But I did tell you, Mother. Truly I did. There aren't any fish in this river. There's nothing in here."

"Of course there is. We had them for breakfast. You think I'm getting dotty in the head? Well I'm not, boy. I remember that."

Mother, Mother . . .

"We've got to go home now. You can get cleaned up and rest for a while. You'll feel better after that."

"Tomm?"

"Yes, Mother."

"Tomm, I didn't catch any fish. I tried and I tried but I didn't catch anything at all."

"That's all right," he said gently. "I'll get you something else. We'll do just fine."

He took her arm then, and walked with her back up the hill.

She'll be fine . . . she just needs a little rest. It's still light out, and maybe I can go back and see what they've done with Elebet . . .

It wasn't as light as Tomm thought, though, and if he'd been looking at the sky he would have seen the dark and turbid clouds had swept in and swallowed the sun again.

Finally, he heard the distant rumble and felt the chilling bite of the wind, and when he looked back he saw a sight that made him tremble, made his heart turn to lead.

Snouters! Snouters everywhere. Maybe half a hundred,

maybe all the Snouters at the mine, marching 'cross the flats in a raggedy Snouter line, Snouters with pucker-mouths and hardly any chins, flat and ugly noses, eyes that were little black holes into their little black souls.

Each Snouter carried a stick, and as he marched he beat that stick upon the ground. *Thump! thump! thump!* a most terrifying sound.

Running, wailing, driven before the Snouters were the mothers who had gone to find their children at the mine. And, stumbling ahead, were the gaunt and weary Youngers themselves, the Youngers of Twenty-Seven, Twenty-Eight, and the dreaded Twenty-Nine.

The women at the river, women turned to creatures of ooze, saw the Snouters coming too. Some began to run, some began to shriek, some simply fell onto the ground. The Snouters beat their sticks upon the earth and brought them quickly into line.

Still, a sight more horrid was yet to come. Tom saw it first, saw a quiver and a blur, saw a carriage black as night. Eight hefty Snouters pulled it across the flats, pulled it as it rattled, as it clattered, as it shook.

A chill crept up Tomm's spine, for at that very instant, the Mothers and the Youngers saw this apparition as well.

"The Helda! The Helda!" a cry swept through the crowd, a cry of desperation and terrible fear.

The carriage creaked and came to a halt. Not a sound came from the crowd, not a murmur, not a breath. No one, not in all the long and bitter years, had ever seen The Helda himself, but everyone feared that hideous creature was about to reveal himself at last.

The carriage door opened. A spindly pair of legs appeared, followed by a bent, stooped little man, a man in a dusty black suit and scruffy black boots. A scraggly patch of red hair peeked from under a crooked black hat.

It was clear he was old, incredibly old at that, but the years had been kind. He had good teeth and a very pleasant smile. A pair of rosy-tinted spectacles perched on the bridge of his nose.

Not at all what you'd expect, Tomm thought, from a man who'd turned all the fathers, brothers, and sons in town to stone and sent their hungry children to the mines. Why, he didn't seem that sort of fellow at all.

The Helda squinted at the sky, glanced past the Mothers and the Youngers as if they weren't there. Then, he looked right at Tomm, looked at Tomm and smiled.

"You'd be the one what's Tomm then, wouldn't you, lad?" The Helda's voice was like gravel rattling in a can. "I've kept my eye on you, since you was be a chile. I gots my eye on you now . . ."

"Yiga tig," Tomm said, his tongue too thick to make a sound. "Fhuba luba loo."

"Good, real fine," The Helda said with a smile, "that be what I likes to see. A boy what's scared enough to pee, won't be no trouble to me."

"Thir . . ."

"You gots fishies, boy. I knows that you do. All you has to do is tell The Helda where they is an' I swear no harm'll come to you."

"D-don't know, sir." Tomm's knees began to quiver, he began to feel a chill, an awesome numbing cold. "Don't know anything 'bout that at all!"

"Fat fishies, Tomm."

"Stop it. Stop it sir, please!"

"Nice fishies, fried up goldy brown."

"No-no-no!" Tomm's teeth began to crack, his mouth began to freeze.

"Knows you got fishies, boy. Knows because I smells 'em on *this*."

With that, The Helda's hand moved in a blur, moved so swiftly it hardly moved at all.

Tomm gasped. The crowd behind him moaned. There, in The Helda's grip, flailing her skinny arms, kicking her tiny feet, was Elebet Kree.

"Ohhhhhh," came a desperate wail, "ooooh, let her go, let her go!"

Tomm didn't have to turn and look. Elebet's mother had lost three kin to stone, and now her girl child was in the monster's hands.

"I'm sorry," Elebet cried, "I didn't think they'd find out. I didn't think they'd know!"

"Don't be sorry, Elebet. You didn't do anything wrong."

She did, though, Tomm knew. She had shared her lunch with the others, and a Younger had given her away for a favor from the Snouters, for something to take back home. And who, truly, could blame her for that?

"Please," Tomm said, "she doesn't know anything, don't do nothing to her, sir."

"Fishies, Tomm. You gets fishies, an' keeping 'em all to yourself. You be giving The Helda some fishies too."

"I can't. I don't know how."

"Yes, you do, Tomm. The Helda be showing you now."

The Helda grinned, gave a little nod, and a hefty, ugly Snouter moved quickly to his side.

"This be how you telling me, Tomm. I be having fishies for breakfast, or Nicobagga here having him a pet, a pretty little thing he can keep on a string."

"You wouldn't." Tomm was certain his heart would stop right then. "You might be evil, you might be awful bad, but you wouldn't do that!"

The Snouter looked at Elebet Kree. Horrid, hideous little sounds came out of his throat and his tiny eyes gleamed.

"The—the fishies, the trout. They're up there in the Tangle Forest," Tomm said at once. "But it's no use, sir. You can't get through all the snaggles, all the brambles, all the briar."

The Helda laughed so hard he nearly lost his hat.

"Why, don't you fret, Tomm boy. The Helda know how to fix that."

The little man dropped Elebet roughly to the ground, raised his spindly arms and spread his fingers wide. Thunder rolled across the sky, and blood-red lightning stabbed the ground. The wind shrieked and howled. Black, unspeakable words spilled from The Helda's mouth, words wicked and foul, words from the darkness before the world began.

Children wailed, and their mothers fainted dead away. Even the Snouters trembled and hid their heads in fear. And, from up past the town, up the steep hills, came terrible groans and pitiful moans, such as Tomm had never heard before.

He could scarcely see the dark woods from where he stood, but he knew what was happening there. The ghastly sounds were the death cries of brambles, stickers, strangle vines, and great enormous trees. The Tangle Forest was gone, seared and blackened by The Helder's awesome spell. Everything green had turned to ashes now . . .

10

The night, gathered 'neath the far rim of the world, refused to drape its shroud about the troubled land below. The day, uncertain what to do, left no more than a sickly tint of green against the lowing clouds.

Tomm held the tail of his shirt to his mouth against the veil of soot and ash that rose from the ruin of Tangle Forest. Elebet gripped his hand in hers and never intended to let him go.

Behind the two came The Helda and the stout retainers that rolled his carriage across the desolate land.

Somewhere, Tomm knew, the mothers and the Youngers waited down below. Waited, under watchful Snouter eyes.

"Tomm," Elebet cried, pointing up ahead, squeezing his fingers even tighter than before, "what is it, whatever can it mean?"

Tomm was somewhat taller, and he'd spotted the sight at once. All of Tangle Forest was dead, blackened to a crisp. All except a wondrous grove of twisty vines, stickers, and thick-boled giants crowned in brilliant green.

"Elebet," Tomm said, "I'm sorry, I fear I've brought terrible trouble to Grayback Hollow. I don't mean to scare you, but I'm almost certain we're every one doomed."

"Oh, Tomm. I'm still little, but I guess I know that."

"You do?"

"Of course. Everyone knows that's what The Helda's for. I thought you knew, too."

"Yes, well. Yes, I guess I do—"

"Don't bes talking real soft so The Helda can't hear. That don't be a nicely thing to do."

Tomm nearly jumped out of his skin, for The Helda had come up behind them like a phantom, like a wraith, which is what a seer will do.

He stopped and looked at the thicket of trees, listened, sniffed so hard the rosy spectacles bounced on his nose.

"Well, now, Tomm didn't be telling The Helda there was magic *and* fat trouts up here. Tomm he forgets to tell me that."

"Sir—"

"You ever been a cricket, even been a long wriggle worm?"

"No, sir. I was never either one at all."

"Then don't be talking less you be talking to. That's what I'm advising you."

Leaving Tomm with a chill, The Helda waddled off toward the woods, his Snouters at his heels.

The Helda looked into the stillness, into the silence of the pool, looked at the clear and crystal spring that trickled down the rocky wall. There was something here that wasn't right, something that didn't belong. More irritating still, something that didn't belong to him.

He had never imagined such a place, never even guessed it was here. And it made his blood run cold to know it wasn't his.

"There's no use hiding," The Helda said. "I know you be there whatever you are. Submit yourself to me, an' I might be lettin' you live for a while—though you'll have to suffer, have to endure some exquisite pain for hiding out from me."

"PAIN, DID YOU SAY? WHAT SORT DID YOU HAVE IN MIND?"

The voice from below was a tremor, a quake. The surface of the pool began to quiver and shake.

The Helda was taken aback. No one had ever talked to him like that. Behind him, the Snouters blinked at one another, their greasy little eyes wide with fright.

"I see right off what you be," The Helda said. "Spirits what lives in the water gots a little magic of their own. Which don't impress *me*."

"I wouldn't even try, Master Seer."

"Good. Now, if you'll be silent a moment, I'll boil you right out of that pool an' skin your hide. You're on The Helda's land, and I won't put up with that."

"Go ahead, then. Give your spells a try."

"What? Say that again?"

"Boil me, and you boil the trout as well."

The Helda thought about that. The water spirit had a point. Even a little spell would likely tear the place apart.

"I think we can talk. Say you give me the trout. You keep the pool, an' I go off and leave you to yourself."

"And you won't come back."

"I said I wouldn't. You got Seer's Honor on that."

"I trust you, Master Seer. For a man with your wisdom would only take a few trout at a time. Thus, the pool lives, and there will always be more for your delight."

"Yes, that's, uh—what I had in mind, of course. I was thinking that all along."

"Now, then. If you would do something for me."

"I don't do things for you, spirit. You do things for me."

"It isn't much. I only want the little boy, and the little girl as well."

"Whuga-whoo!" Tomm shouted, or words to that effect. He sprang to his feet, striking his head on a branch overhead. Didn't pause, didn't hesitate, didn't waste a precious second thinking, didn't have the time for that. Grabbed Elebet and tucked her 'neath his arm, turned about and ran.

He crashed through the brambles, swept the vines aside. Elebet kicked and Elebet yelled. He knew, if he could get in the clear, get a good start—

The Snouter came in from the left, another from the right. Tomm flailed out, pummeled and kicked. The Snouters grunted and held on tight.

Tomm felt the briars sting, saw the branches flashing by. He heard The Helda laugh, saw the darkening sky tilt crazily about. Elebet Kree floated by. Tomm thought she looked peculiar, striking at the air.

The dream always happened this way. First the goldy trout, sizzling in a pan, then the bad part after that—falling, falling, falling in the deeper, deeper dark . . .

11

The dark pool roiled, seethed, bubbled for a while, then all was still again.

The Helda waited. Nothing happened, and he didn't care for that.

"You down there, whatever it is you be. You gots what you wanted, now I'll be taking them trout."

"A bargain's a bargain. They're yours for the taking, Master Seer."

"Good, good! Thaxigosset! Blik! Get down bring my fishies,

and be about it quick!"

"No, Master Seer. Now that won't do."

"What won't do? What you be talking about?"

"Your creatures are lesser beings, Master Seer. A trout is the greatest fish of all. He will not give himself to the brutes you bring here."

"Huh," The Helda muttered to himself. "Never heard of such a thing. A fishie's just a fish is what it is."

Still, he could see the spirit's point. A Snouter was a Snouter, and even a lowly trout might resent a thing as vile as that.

"All right," he said, mumbling and grumbling down the slippery rocks to the dark edge of the pool. "I'm here. You satisfied? I be having them fishies now."

"They're coming, Master Seer, they're coming right now . . ."

And, indeed they were. The Helda gave a hearty laugh as the surface of the pool began to shimmer, glimmer, and flash with a thousand golden fishies, a thousand thrashing tails. Trout leaped and danced, threw themselves about with great delight.

The Helda forgot he never did anything himself. He rolled up his sleeves, leaned down, and grabbed at the trout, snatched them from the air. And, as quickly as he scooped a fishie up, it slipped, squirmed, and squirted free again.

"I needs a sack," he called out, "I needs a bucket and a net!"

"No sacks, no nets, Master Seer. A trout doesn't much like that."

"What do I care what a—what a— Stop that, get away from me, get off of me, fish!"

Of a sudden, the golden trout began to nip, began to cut, began to bite. Razor teeth snapped, ripped, shredded and sliced. In less than an instant, Fishies ate The Helda's boots, ate The Helda's socks. Fishies chewed his ankles, started up his knees.

The Helda yelled in anger, shook the fishies off, but they came at him again, wouldn't let him free. The Helda stood, raised his arms and loosed an awesome spell at the darkening sky.

"I fear that will do you little good," a voice whispered from the deep. *"Your magic won't work down here."*

"Don't tell me it won't work," The Helda raged, "my magic works *everywhere!*"

"Not here, not here, Master Seer, for you cannot turn your magic on yourself, and that's what we are, your very own kind, your brothers, your kin, the spawn you cruelly slaughtered so very long ago . . ."

"You?" The Helda threw back his head and laughed. "You were *waste*, useless to me. You should have stayed where you belonged, among the foul unborn!"

"But we lived, as you can see. We lived down here and we waited for you."

Fishies clung to The Helda, writhed in a frenzy, shivered and shook, ate the Seer's ankles, ate the Seer's knees, gnawed them to the bone.

A rumble, a thrum, a terrible sound rose from the belly of the spindly old man. Louder it came, and louder still, until something horrid burst from The Helda, something old and vile, something that stretched, swelled, bloated itself into being until it loomed above the pool, swaying and flailing a hundred snaky arms about. It screeched and it roared, striking at the surface of the water, at the savage swarms of trout that snapped and ripped its ghastly parts.

If Tomm had been present at this nightmare scene, he would have known this creature at once. For he had seen it on a dark, chill evening, and named it a demon of the night.

. . . And, as the great beast screamed, bellowed and tossed about, something of foul distortion, something with no form at all, rose in deathly silence, folded itself about the monstrous sight, and sank into the deeper, deeper dark again . . .

12

"I think I maybe drowned," Tomm said. "I think I'm maybe dead."

"You surely are not," said the Mycer girl with the dark and iridescent eyes. "You're as fine as you can be."

Tomm sat up and looked curiously about. Elebet slept soundly at his side. Her hair was still damp, but she seemed all right.

Past her, he saw a tallow candle aglimmer in the rocky wall. Not far away, beyond a twisty tunnel in the stone, he saw a trickle of water, and the evening light past that.

"You know where you are, then," the Mycer girl said, guessing his thoughts. "It's the very place you know—you're simply looking out instead of looking in."

Tomm was suddenly frightened, for he remembered the pool too well, and what had happened there.

"That *thing's* down there. He—he let The Helda throw me in. I don't like it in here!"

"It did no such thing," the Mycer said. "It sent you and Elebet here. It had something it simply had to do, and knew you and Elebet would be safe with me."

She touched his brow with a soft and downy hand. "You're the last person it would harm, Tomm. It tried so long to find a dreamer, someone who would bring that vile presence here so he could put his kind's sorrow to rest—and free your people as well."

"I think I'd like to go home," Tomm said. "I better take Elebet too."

"You'd best sleep a while first," the Mycer said. "You can dream about goldy trout, if you like. I have a basketful for you, and one for Elebet too."

"That's good," Tomm said, and watched, for only a moment, before the tallow candle flickered out . . .

And then, after that . . .

"I'm stiff all over," said Elebet's brother, Rundel Plue. "I think I've caught a chill."

"Better walk it off," said her father, "that's the thing to do."

"Walk it off, I say," said her Uncle Roc, who always said whatever his brother did.

"I need to stretch a bit," Tomm's father said. "My back's been giving me a fit."

He looked all about for a while, squinting against the sunny afternoon.

"My, the river looks fine and clear. The woods are as green as I've ever seen, and the wheat's poppin' up real nice this year."

Humming a song he scarcely recalled, he started off for home. He thought about his wife, and he thought about Tomm. Thought about supper, hoped there was a stew abubble on the fire. After that, perhaps a bite of something else. It seemed like forever since he'd had some good muckleberry pie, and he hoped Tomm had left him a slice from the night before . . .

SHADOWDARK

BY ED GREENWOOD · ILLUSTRATED BY DAVID DAY

Just inside the Sunset Gate, or western wall-gate, of the Sembian city of Daerlun is the great open Westmarket. On maps it resembles an eye or egg, exceeded in expanse only by the central Place of Banners, where stands the seat of local government, Bergun Hall.

The largest building in western Daerlun stands along the north side of the Street of the Dragon, and from above it resembles a hand or gauntlet poised to close its fingers. This is the well-known Black Banner Inn, long the most luxurious of Daerlunian inns. Although guests can enjoy both meals and the vintages of a very good wine cellar in their rooms, public dining and carousing such as one might enjoy in a tavern are impossible or frowned upon at the Banner. Guests desiring such amusements are directed to the Mighty Mace inn and tavern, the best carousing house in Daerlun. It's the largest building fronting on the Westmarket, filling much of the southeastern face of the marketplace. Directly to the south of it, fronting on Saurovin Street (a major, cobbled thoroughfare that links the Westmarket with Barrel Lane, the major route from the Place of Banners to the Sea Arch, the city's southern wall-gate), stands a row of typical city tallhouses, such as might be found anywhere in Cormyr, Sembia, Westgate, or even Waterdeep.

A tallhouse is typically high and narrow, often touching the walls of its neighbors. It usually has underground storage cellars, a shop at street level, another shop or offices above, and living quarters above that. In prosperous Northern situations, it's often of stone at street level, with upper floors sheathed in dark exposed beams with white stucco panels between.

One such tallhouse, the third building in on the north side of Saurovin going east from the market, is Shadowdark House. It lacks a street sign or a shop awning, has three floors above ground level, and appears old, well-built, and unremarkable—yet everyone in Daerlun knows of it, because it's the closest thing in this most peaceful and civilized of Sembian cities to a magic shop.

Beings of all sorts who enter the dim, cluttered interior of Shadowdark House find an ever-changing miscellany of magic for sale; in other words, beyond *light stones* (stones bearing *continual flame* enchantments, sold in carved, slide-apart, two-piece stone sheaths) and *cure light wounds* potions, the stock is unreliable and can range from a small armory of enchanted daggers to pieces of furniture that speak whenever moved. Oddities with several powers (some hidden and some that will be exhausted after only a few uses) are the rule, and prices range from 600 gp to 200,000 gp, with average prices in the mid-thousands.

Most customers, however, come for advice. For fees of 2,000 to 5,000 gp per attempt, depending on what she's being asked to do, how dangerous she thinks it is, and her opinion of the client (Mystra frowns on magic-hoarders or wizard- and sorcerer-slayers), Lady Shadowdark will try to discern the nature or properties of magic items or enchantments.

Thelbaerone Shadowdark is a grouchy old crone possessed of a strong chin, a beaklike nose, a balding head (surrounded by a halo of glossy

WAITING SPELLS

Visitors should beware of reading aloud any words they see etched into door- and window-frames anywhere in Shadowdark House. Many, if uttered, trigger spells already cast but held in abeyance by other magics, waiting indefinitely between casting and taking effect.

Most "waiting" spells are defenses placed on the shop, but others teleport those speaking them to distant locations in Faerûn, open portals to unknown places, or put utterers in either mental or audible communication with unseen beings of magical power for hours or days; strange voices will mutter out of the empty air beside a shop-visitor's shoulder, or inside his head, saying cryptic and often alarming things. Other words instantly confer temporary "face masks" of illusory magic onto their utterers, altering their apparent age, race, or gender.

HOUSE

white hair) and a direct, commanding, emerald-eyed gaze. Some who've met her in dim surroundings, like the interior of the shop in which she lives, swear that her green eyes glow in the darkness like tiny, angry lamps. Those who fear or dislike her call her "the Old Vulture."

She's operated the House for over forty years, and Daerlunian elders can recall her dwelling there for at least twenty years before that. Most folk avoid her, and if they've met her at all term her a "formidable woman" for her short temper, fearlessness, and snap-voiced manner. Most vaguely remember hearing that she was a real beauty in her days, one who had daring adventures of some sort.

ELMINSTER SAITH

The city's pronounced "Dare-LOON," by the way. The most important warning or secret I can pass on about Shadowdark House is this: to further her own mysterious aims, Mystra often works through Thelbaerone (a divine whimsy that the Lady Shadowdark knows about, but has no control over, and won't willingly discuss) to grant extra charges, or to confer on an item additional, new powers it has never before possessed. These are often revealed only much later, when conditions desired by the Lady of Mysteries are met.

Oh, and don't try poisoning Thelbaerone or unleashing monsters in her shop: Mystra's anger will be swift. Tricking Lady Shadowdark, now *that's* considered fair fun.

THELBAERONE SHADOWDARK

Human Wiz10: CR 10; HD 10d4; hp 28; Init +2; Spd 30 ft.; AC 15; Atk +5 melee (1d4/19-20 crit x2, dagger); AL NG; SV Fort +4, Ref +6, Will +11; Str 10, Dex 14, Con 11, Int 18, Wis 17, Cha 16.

Skills: Alchemy +17, Appraise +10, Concentration +15, Hide +8, Knowledge (arcana) +17, Listen +8, Scry +17, Spellcraft +18.

Feats: Brew Potion, Craft Wand, Craft Wondrous Item, Scribe Scroll, Silent Spell, Still Spell, Skill Focus (Concentration), Skill Focus (Spellcraft).

Possessions: Quarterstaff, two masterwork daggers, *scroll of fireball* (10th-level caster), *scroll of flesh to stone, scroll of teleport, potion of haste, +1 cloak of resistance, +1 ring of protection, ring of spell storing, wand of lightning bolt* (28 charges), *wand of magic missile* (34 charges), *+2 bracers of armor.*

Thelbaerone has access to many more magic items, but she always wears a *ring of spell storing* that contains *teleport* and *wall of force.* She uses this for personal defense but has been known to teleport clients along to specific destinations for a fee (typically 500 gp). Thelbaerone keeps a fully charged duplicate of the ring in the hollow heel of her left boot; her other boot contains 10 gp.

Spells (4/5/5/4/4/2)

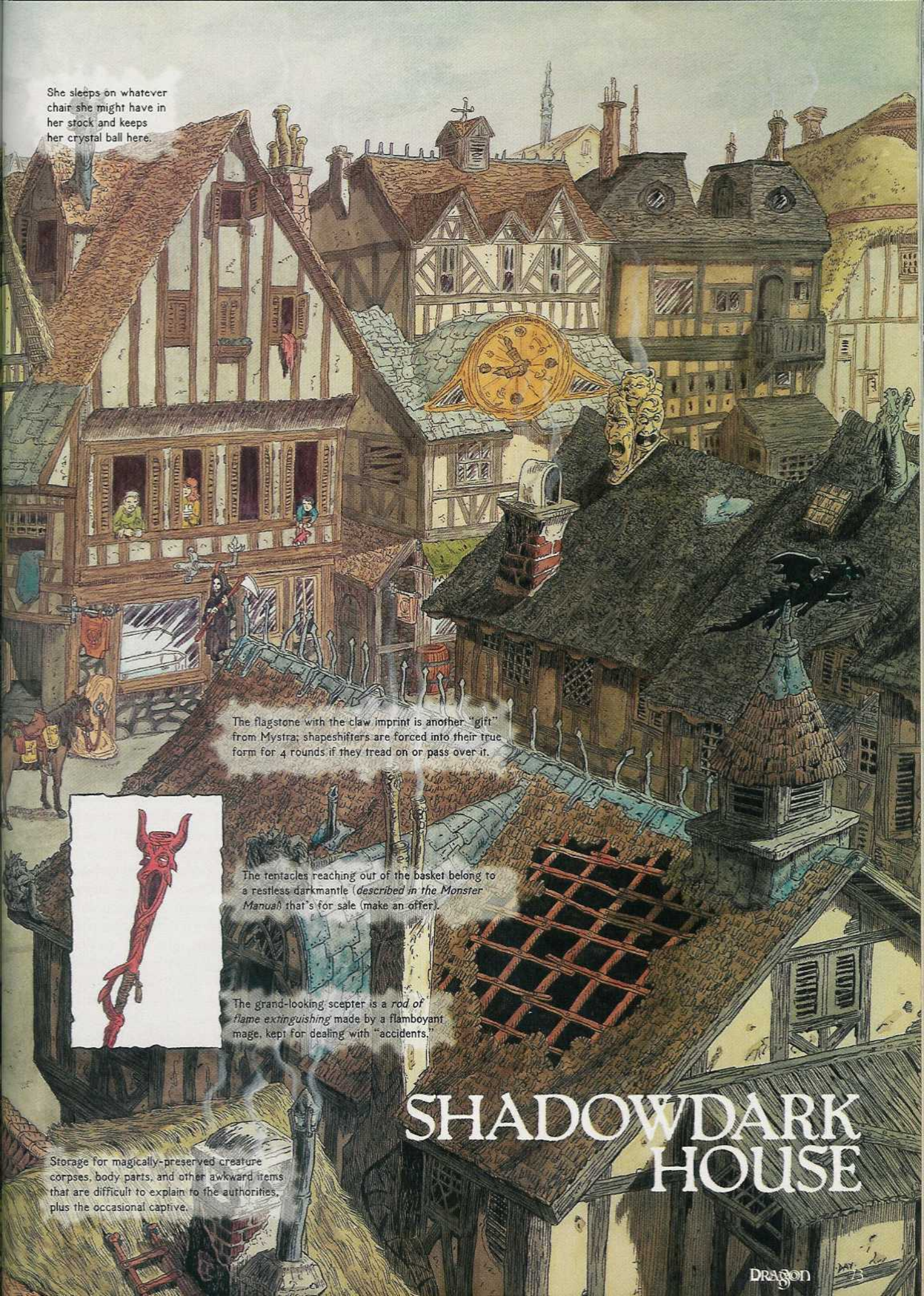
0-level:	*arcane mark, detect magic, mage hand, read magic*
1st-level:	*detect undead, magic missile, message, reduce, sleep*
2nd-level:	*alter self, continual flame, invisibility, levitate, web*
3rd level:	*haste, fireball, fly, lightning bolt*
4th-level:	*charm monster, dimension door, ice storm, polymorph self*
5th-level:	*hold monster, teleport.*

Thelbaerone has access to a large library of spellbooks and can study and cast almost any spell of 5th level or lower that can be found in the *Player's Handbook.* Most of the spellbooks can be found on bookshelves out of view of customers, but several are hidden in secret compartments or disguised by magic.

SORCEROUS AID

Helping wizards and sorcerers master spells is usually simple for Thelbaerone Shadowdark. Lady Shadowdark has a useful teaching power. She can send to the mind of any being touching her a mental picture of a still image or an animated scene from her own mind. Either message lasts only a few seconds, long enough to show one action or the gestures for a single spell. With the help of this ability, she instructs wizards and sorcerers. She identifies faults or omissions in their scrolls or incantations, then either suggests how they should experiment or research to correct the magic or else sells them a complete, correct scroll of the desired spell, at market (*Dungeon Master's Guide*) price. Suggestions cost at least 25 gp but usually twice as much, and the price is 100 gp or more for help with spells of 6th level or higher.

Cloud of twinkling "stars" is an *everstars* spell (a variant of *continual flame*). Thelbaerone's favorite lighting.
The mirror is a portable *portal* to unknown destinations. At random times it changes to another destination from among a small, set selection that Thelbaerone hasn't yet investigated.
The floating tabletop is supported by magic and is a mere 1,000 gp because it might have other properties Lady Shadowdark isn't so sure about.
The low-ceilinged and stone-lined cellar is crowded with barrels of provisions (for example, smoked silverfin in sauce) and alchemical substances for sale.
Lit by a candelabra that looks like a scaled hand; this is a Small Animated Object that moves to Thelbaerone's bidding and can fight for her. Its base is hollow with a swivel bottom opening and can be made to release a quantity of carrion crawler brain juice (which causes paralysis on contact; see Poisons in Chapter 3 of the *Dungeon Master's Guide*).
Dirt tunnel crawlway reached via a trapdoor in the center of the cellar floor, usually hidden under a barrel.


She sleeps on whatever chair she might have in her stock and keeps her crystal ball here.
The flagstone with the claw imprint is another "gift" from Mystra; shapeshifters are forced into their true form for 4 rounds if they tread on or pass over it.
The tentacles reaching out of the basket belong to a restless darkmantle (*described in the Monster Manual*) that's for sale (make an offer).
The grand-looking scepter is a *rod of flame extinguishing* made by a flamboyant mage, kept for dealing with "accidents."
Storage for magically-preserved creature corpses, body parts, and other awkward items that are difficult to explain to the authorities, plus the occasional captive.
SHADOWDARK HOUSE

THE BESTIARY

CREATURES of the CHAOS SPIRE

BY JAMES JACOBS · ILLUSTRATED BY DARRELL RICHE

Eons ago, a terrible battle took place in the astral plane when the supposedly impregnable githyanki fortress of Gnythagak was assaulted by a legion of githzerai. Gnythagak was more than just a fortress; it was a powerful psionic artifact of Law the githyanki had long ago stolen from their illithid oppressors. In its dormant state, the Gnythagak looked like a featureless stone cube exactly 3 feet wide, tall, and deep. A properly trained psion could activate the Gnythagak and invoke its primal power: an enhanced version of the *genesis* psionic power. Once activated, the Gnythagak would rapidly unfold like a puzzlebox. It supplanted the surrounding terrain with its own matter, and the user could shape the unfolding Gnythagak as he willed. The fully "unfolded" Gnythagak could form a massive fortress over a square mile in size and could still be commanded to change as its user willed.

The Gnythagak's original liberation from the illithids would not have been possible without the aid of the githzerai, however. For untold centuries, the githzerai coveted the powerful artifact and plotted endlessly for its return. Finally, they formed a daring plan to invade the Astral plain and attack the githyanki-held fortress, using their own powerful magic and psionics to bombard the fortress with raw chaos channeled from the plane of Limbo.

The battle took its toll, and tens of thousands of githyanki and githzerai were slain before the invading githzerai were able to penetrate to the core of the Gnythagak and blast it with pure chaos. This resulted in a terrific implosion as the fortress collapsed on itself and the warring armies within, killing the last survivors in one terrible instant as the interaction between Law and Chaos tore a hole in the boundary between the Astral Plane and Limbo. Gales of chaos surged into the Astral Plane for a moment before the Astral Plane ejected the offending matter, along with the inert Gnythagak, back into the realm of Limbo.

The Gnythagak streaked through the chaos of Limbo for a hundred years before it finally lodged in a particularly dense mass of chaos. The surrounding chaos rapidly began to solidify and organize itself into an island of stability, but before it could progress far, the resident energies of Limbo acted to eject the offending matter from its boundaries in much the same manner as did the Astral Plane. This second planar rejection finished the job and created a finite "pocket" plane that began an endless journey through the multiverse, spiraling through different realities like a comet through space.

Today, this roving pocket-plane is known to sages and adventurers as the Chaos Spire.

FEATURES of the CHAOS SPIRE

The Chaos Spire travels through the multiverse from plane to plane, manifesting within new planes as an opaque sphere of swirling chaotic energy about a thousand feet in diameter. Any material in this region when the Chaos Spire manifests is automatically absorbed and incorporated into the contents of the sphere; living creatures can resist this absorption with a successful Will saving throw (DC 25). Those who resist appear in a random location in the Chaos Spire, while those who succumb are transformed into bonespitters.

Nothing can be seen within the sphere from outside. The swirling energies of the sphere baffle and madden living creatures that look upon it; all such creatures must make a Will saving throw (DC 20). Creatures that fail their saving throw become *confused* for 1d10 minutes, after which they become accustomed to the sphere. A successful save indicates that the creature is immune to this mind-influencing effect for one day.

Any creature that comes in contact with the sphere is transported into the Chaos Spire to arrive on the shores of the island within. To exit the sphere physically, a being must traverse the Chaos Sea and pass through the sphere from the inside to the outside. Passing through the shell from the inside is similar to passing through a thin wall of mist and is not in the least disorienting aside from the possible sudden (and catastrophic) change in terrain.

Half of the sphere is filled with roiling water, the Chaos Sea. The surface of this sea is always tumultuous, as if it were in a terrible hurricane, despite the fact that the skies above are always calm. There is no weather as such in the Chaos Spire. The "sky" (actually the interior of the sphere) is constantly awhirl in muted hues, bathing the landscape in a confusing wash of color that causes visitors to suffer a -2 circumstance penalty to attack rolls, skill checks, and Will saving throws for the first 24 hours of the visit.

At the center of the sphere lies the Spire itself, a large, roughly circular island about fifteen miles in diameter. The shores of this island are constantly battered and eroded by the pounding of

the Chaos Sea at about the same rate that new material is added to the Spire as it absorbs matter from the surrounding plane. The majority of the island rises up from the surrounding waters in rocky bluffs toward a towering stone spire at the center. This spire remains stable at all times, despite the fact that it reaches a height of nearly 25 miles with an average diameter of less than 2,500 feet. The sides of the spire are riddled with caverns that lead down into miles of winding tunnels below the island. Underwater, this landmass mirrors the shape above, tapering down to a second spire on which the entire island is balanced. At the core of the island where the two spires meet is a large chamber in which the dormant Gnythagak rests, waiting patiently for discovery.

Within 3d6 days after it has arrived in the current plane, the Chaos Spire travels to a new location in a different plane. It leaves behind a massive circular divot in the landscape, a hole in which vegetation never grows.

CHAOS SPIRE INHABITANTS

As the Chaos Spire wanders through the multiverse, it leaves in its wake devastation and loss of life. Most of what it touches is absorbed into its matrix, but some particularly lucky or willful creatures resist absorption and become inhabitants of the Spire. Thus, a wide range of creatures can be encountered in the Spire. Those with the ability to travel the planes often do so to escape its confines, but others are prisoners of the place, forced to eke out what life they can on the barren slopes of the spire or the lightless vaults within.

There are also many natives who dwell in the Chaos Spire. The seas surrounding the central isle are thick with plankton, seaweed, and strange fish of all sorts. The Spire Island, however, is virtually barren. No plant life grows on the isle aside from a fibrous gray lichen. This lichen tastes foul to most living creatures and is ultimately not very nutritious, so those denizens of the Spire who must eat turn to magic or harvest from the sea lest starvation soon set in.

This is not to say that the island is completely devoid of inhabitants. Undead are common in the caves below and even on the surface of the isle, since the light provided by the sphere is quite unlike natural sunlight and has no ill effects on them. Chaos beasts are also dangerously common; these creatures lurk in the spire caves and often come down to the lowlands to feast on things that have been pulled into the Spire from outside.

The Chaos Spire doesn't have many intentional visitors, although they are not unknown. Slaadi often visit the spire to hunt or relax; many of them keep fortresses on the highlands and view the Spire as a "vacation" spot from Limbo. Githyanki and illithids also visit the sphere when they can predict its appearance; these creatures make sporadic forays into the Chaos Spire in search of the Gnythagak, but to date they have not recovered the artifact. Some believe that these two feuding races kill each other off whenever they meet in the Spire, but it is assumed that something near the core of the Spire works to guard the Gnythagak from recovery. Some believe that the Gnythagak is guarded by the last remnants of the original githyanki inhabitants of the Gnythagak fortress ages ago on the Astral Plane. Now undead, these githyanki are said to be powerful liches who exist only to ensure that their ancient enemies do not gain control over their treasured relic.

Four creatures are unique to the Chaos Spire, and they represent a real danger to those who find themselves trapped in the sphere. The most numerous are the bonespitters. These horrible creatures form when the Chaos Spire manifests in a region inhabited by intelligent creatures; the bodies and minds of these unfortunates are infused with chaos, and they are transformed into ravenous undead with highly unstable bodies.

The chaos eater is an anomaly in the Spire. It scours the Spire in a hopeless but eternal mission to consume and transform Chaos into Law.

The most dangerous native creatures to dwell on the island are the chaoswyrds, hulking but surprisingly intelligent brutes. The chaoswyrds seem to be the caretakers of the island, but their unstable minds make them unpredictable at best.

Perhaps the most dangerous creatures of all to dwell in the Chaos Spire are the dreaded teratamorphs. These huge formless forces of chaos dwell deep in the Chaos Sea and the submerged caverns of the Spire. These massive oozes are so infused with chaotic energy that their very presence warps and transforms reality; those attacked by a teratamorph rarely emerge from the battle unchanged. The passage of a teratamorph often creates a wake of unstable dimensional portals; these portals often transport unwary creatures out of the Chaos Spire and into the plane it is currently visiting, causing further chaos on a much wider scale.

CHAOS SPIRE TRAITS

The Chaos Spire has the following traits:

Normal Gravity.

Morphic Time. Time in the Chaos Spire changes to match the workings of time in the plane it is currently visiting.

Finite Size. The entirety of the Chaos Spire is contained in a finite sphere that is larger inside than it is on the outside. Inside, the sphere has a diameter of 50 miles while on the outside it has a diameter of only a thousand feet.

Alterable Morphic.

No Elemental or Energy Traits.

Mildly Chaos-Aligned. The presence of the Gnythagak helps to contain the chaos that infuses the land and seas of the Chaos Spire. At the heart of the spire, within a mile of the dormant Gnythagak this changes to Strongly Law-Aligned.

Enhanced Magic. Spells with the chaotic descriptor are automatically extended as per the Extend Spell feat. At the core of the Spire, this applies to spells with the lawful descriptor instead.

BONESPITTER

Medium-Size Undead

Hit Dice:	2d12+3 (16 hp)	**Saves:**	Fort +0 , Ref +7, Will -1
Initiative:	+7 (+7 Dex)	**Abilities:**	Str 13, Dex 24, Con –, Int 2, Wis 2, Cha 19
Speed:	40 ft.	**Skills:**	Balance +10, Hide +10, Move Silently +9
AC:	22 (+7 Dex, +5 natural)	**Feats:**	Toughness
Attacks:	Slam +2 melee; or bone shards +8 ranged	**Climate/Terrain:**	Any land and underground
Damage:	Slam 1d8+1, bone shards 5d4+1	**Organization:**	Solitary, pack (2-20)
Face/Reach:	5 ft. by 5 ft./5 ft.	**Challenge Rating:**	5
Special Attacks:	Bone shards, disease, frightful presence	**Treasure:**	None
Special Qualities:	Damage reduction 15/+1, resistances, displacement, counterspelling, +4 turn resistance, undead	**Alignment:**	Always chaotic evil
		Advancement:	3-6 HD (Medium-size)

The bonespitter is a disgusting undead abomination common throughout the Spire Island. No two bonespitters look alike, although they all share the same basic features. When the Chaos Spire manifests in a new plane, it absorbs most of the intelligent creatures in the area of its appearance. These poor victims are then manifested in the Chaos Spire as bonespitters.

A bonespitter is a terrible stew of arms, legs, torsos, and heads, mixed together with plant and animal matter. The bonespitter moves about on those arms and legs nearest its base and is nimble despite its ungainly appearance. Non-living matter is mixed into the mess; bonespitter skin is patchy with streaks of stone and metal. The bones of a bonespitter are in constant flux, swimming through its body like fish and occasionally leaping from the body to fall back in with wet slaps.

The transformation into a bonespitter shatters the minds of those consumed by the Chaos Spire, but their new undead bodies are resistant to destruction.

Combat

The transformation into a bonespitter shatters the mind, resulting in madness and hatred. The bonespitter is haunted by half-formed memories of the various lives its body parts led before the arrival of the Chaos Spire. The sight of an unblemished creature who has not been consumed by these terrible energies fills them with boundless rage.

Bone Shards (Su): The bonespitter's preferred method of attack is to crush one of its mobile bones to fragments in the supernaturally powerful jaws of one of its many faces; it then spews these razor-sharp fragments with deadly accuracy. The bonespitter can make this attack once per round as a standard action; bones consumed and ejected in this manner are replaced by new bones in the space of only a few seconds. This attack has a range of 30 feet with no range increment.

Disease (Su): Bonespitters are infested with a terrible supernatural contagion known as the dripping decay. Any living creature damaged by a bonespitter must make a Fortitude saving throw (DC 15) to avoid contracting this magical disease. Failure causes the victim to take 1 point of Strength, Dexterity, and Constitution

damage. As the fever progresses, a new Fortitude saving throw must be made every day to avoid suffering an additional 1 point of damage to these ability scores. Two successful Fortitude saving throws in a row indicate that the disease has run its course, and the victim begins to heal lost ability points naturally at the rate of 1 per day. Until the disease is cured or overcome, the victim cannot recover ability damage from natural rest. If the victim's Constitution score is ever reduced to zero by this disease, the victim immediately and literally falls to pieces. After only a few seconds, all that remains of the victim is a steaming stain on the ground surrounded by his clothing and equipment.

Frightful Presence (Su): A bonespitter's appearance is horrifying; all creatures within 30 feet of one of these monsters must make a Will saving throw (DC 15) to avoid becoming shaken for 1d6 rounds. An opponent who succeeds at the saving throw is immune to that bonespitter's frightful presence for one day.

Resistances (Ex): Bonespitters have electricity and sonic resistance 20.

Displacement (Su): The bonespitter's chaos-infused body creates a light-bending glamer that warps and distorts perceived spatial dimensions, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the bonespitter by some means other than sight. A *true seeing* effect allows the user to see the bonespitter's position, but *see invisibility* has no effect. This is a supernatural ability.

Counterspelling (Su): The bonespitter's chaotic nature also protects it from magical attacks. Once per round, as a free action, it automatically attempts to counterspell any spell that is cast within 30 feet of the bonespitter. Treat this ability as if the bonespitter is attempting to use a *dispel magic* spell (cast as a 6th-level sorcerer) to counter the spell.

Turn Resistance (Ex): A bonespitter has +4 turn resistance.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

CHAOSWYRD

Huge Aberration

Hit Dice:	18d8+72 (153 hp)
Initiative:	+2 (-2 Dex, + 4 Improved Initiative)
Speed:	30 ft.
AC:	20 (-2 Dex, -2 size, +14 natural)
Attacks:	Bite +19 melee, 4 tentacles +14 melee
Damage:	Bite 2d8+8, tentacle 2d8+4
Face/Reach:	10 ft. by 20 ft./10 ft.
Special Attacks:	Improved grab, constrict, madness, spell-like abilities, parasites
Special Qualities:	Damage reduction 20/+2, darkvision 120 ft., fast healing 10
Saves:	Fort +10, Ref +4, Will +4
Abilities:	Str 27, Dex 6, Con 19, Int 22, Wis 3, Cha 12
Skills:	Knowledge (the planes) +27, Listen +17, Move Silently +16, Spot +14
Feats:	Cleave, Combat casting, Dodge, Great Cleave, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Iron Will, Power Attack, Sunder
Climate/Terrain:	Any land or underground
Organization:	Solitary
Challenge Rating:	12
Treasure:	Standard (no coins)
Alignment:	Always chaotic neutral
Advancement:	19-26 HD (Huge), 27-54 HD (Gargantuan)

The chaoswyrd is a huge creature whose upper torso vaguely resembles a gorilla's. Its hide is a random collection of scales, quills, fur, bald skin, and chitin that combines to form highly effective natural armor. Instead of arms, the chaoswyrd has four huge, thick tentacles covered with hook-rimmed suction cups; these tentacles protrude from random points on the chaoswyrd's torso. The head appears to be several bestial humanoid heads blended together into one mass that shares a single shark-toothed maw. The creature's lower torso is a tangled mass of tendrils, feelers, and coils of unknowable limbs in which hundreds of parasitic insects writhe and wriggle.

Despite their appearance, the chaoswyrds are very intelligent creatures. Unfortunately, they are also prone to madness. They represent the whims of the Chaos Spire made corporeal and sentient, and they scour the Spire in search of intruders to transform into minions of chaos.

Chaoswyrds can communicate telepathically with any intelligent creature; this telepathic contact has the side effect of causing madness in those with whom they communicate.

Combat

A chaoswyrd's attacks reflect their insanity; they aren't known for complex tactics. One round, the creature might lash out with its tentacles and bite, the next round it might use a spell-like ability, and the round after that it might begin talking to its victims with idle interest. Some adventurers tell stories of how they were able to distract an attacking chaoswyrd by posing philosophical questions about the planes, causing the creature to forget about attacking to ponder the question. Successfully distracting a chaoswyrd in this manner requires an opposed Knowledge (the planes) skill check.

Improved Grab (Ex): If the chaoswyrd hits a creature of up to Large size with a tentacle, it deals normal damage and can immediately attempt to start a grapple as a free action without provoking an attack of opportunity. If the chaoswyrd gets a hold of its target, it can constrict.

Constrict (Ex): After a successful grapple check, the chaoswyrd's tentacle automatically constricts the target for 2d6+4 points of damage per round until the hold is broken.

Madness (Su): Once per round as a free action, a chaoswyrd can mentally communicate with any one creature in line of sight. This communication fills

TERATAMORPH

Gargantuan Ooze

Hit Dice:	28d10+170 (324 hp)
Initiative:	-3 (Dex)
Speed:	30 ft., fly 50 ft. (average), swim 90 ft.
AC:	3 (-3 Dex, -4 Size)
Attacks:	Slam +28 melee
Damage:	Slam 4d6+16
Face/Reach:	30 ft. by 30 ft./15 ft.
Special Attacks:	Entropic touch, portal-wake, warp reality
Special Qualities:	Blindsight, detect law, immunities, dimensional instability, ooze, SR 32
Saves:	Fort +14, Ref +6, Will +4
Abilities:	Str 32, Dex 4, Con 20, Int —, Wis 1, Cha 1
Climate/Terrain:	Any land or underground
Organization:	Solitary
Challenge Rating:	16
Treasure:	Standard
Alignment:	Always chaotic neutral
Advancement:	29-42 HD (Gargantuan), 43-84 HD (Colossal)

The most terrifying and dangerous inhabitant of the Chaos Spire is the teratamorph. A shapeless horror the size of a cottage, the teratamorph lurks in the watery depths of the Chaos Sea and the underground caverns that stud the underwater reaches of the Spire. The ooze's body consists mostly of thick, translucent, iridescent slime inside of which flash bursts of energy and coils of opaque tissue that is in a constant state of absorption and reformation. Large portions of the ooze periodically emit beams of light or crackling energy, and at other times portions of its body fade into smoke or vanish altogether.

The teratamorph is a mindless ravager. A single ooze can live for thousands of years and grow to shocking size in that time. These creatures spend much of their time simply floating on the underwater currents in the sea that surrounds the Spire. Sometimes these currents wash them ashore on the island, and sometimes they simply surge onto land in search of food. A teratamorph gains nutrients by infesting chaos in living creatures; the very act of transforming another creature with its entropic touch sustains and nurtures the ooze's growth.

One of the most unusual aspects of the teratamorph is the fact that its presence can unravel reality and tear holes in the fabric between planes. Unlucky creatures that find themselves passing too closely to a teratamorph are sometimes teleported to distant places. It is in this fashion that the denizens of the Chaos Spire often find themselves thrust into the plane the Spire is currently located in.

Powerful spellcasters have long sought ways to harness the powers of the teratamorph. Unfortunately, portions of the ooze that are separated from the main body do not last long, quickly disintegrating into nothingness after only a few hours, making prolonged study difficult. The otherworldly matter that makes up the body of a teratamorph remains unstable until enough of it is concentrated in one place that its mass defeats the internal forces that constantly try to tear the stuff apart. This is why teratamorphs smaller than Gargantuan size are never encountered. There doesn't seem to be an upward limit to how large a teratamorph can grow, although once they grow beyond 80 Hit Dice, they frequently split into smaller 28-Hit-Die oozes.

Combat

The teratamorph is a mindless creature. It has no desire but to eat and grow larger. When it isn't eating, the ooze is on the move looking for something to eat. Whenever it senses anything of Small size or larger in the range of its blindsight, it surges forth to attack. It ignores creatures smaller than this. A teratamorph can make one attack per round by extruding a massive wave of chaotic protoplasm to smash its prey, causing terrible bludgeoning damage and infusing the creature touched with raw chaos.

Entropic Touch (Su): The entropic energies that surge through the shapeless body of a teratamorph causes horrible transformations in living creatures it comes in contact with. It is through transforming creatures in this fashion that the teratamorph gains sustenance. Any creature touching or touched by a teratamorph must make a Fortitude saving throw (DC 29) or its body transforms in some horrible way, causing one of the following effects:

1d20	RESULT
1-10	**Physical Mutation.** The touch of the ooze transforms the victim's anatomy in some horrible way, resulting in 1d6 points of temporary damage to Strength or Dexterity (50% chance each).
11-16	**Transformation.** The victim undergoes a painful transformation. This causes 5d12 points of subdual damage and affects the victim as per the *polymorph self* spell as if cast by a 20th-level sorcerer. The new form the victim is transformed into should be randomly determined. Rolling on one of the random dungeon encounters on pages 122-125 of the *Dungeon Master's Guide* is a good way to determine the victim's new form.
17-18	**Tissue Annihilation.** The touch of the ooze causes tiny portions of the victim's anatomy to vanish; this causes 2d4 points of permanent Constitution drain.
19	**Bonding.** The ooze bonds its matter with the victim. The victim is pulled into the teratamorph's square and held helpless against the bulk of the teratamorph. Each round, the ooze does an additional 4d6+16 points of crushing damage to the victim, who must make additional Fortitude saving throws each round to avoid further effects from the entropic touch. The victim can escape if the ooze is slain, but otherwise only powerful magic such as a *miracle* or *wish* can free a victim from the teratamorph's clutches. A *dispel chaos* spell cast on a bonded victim will free her, if the *dispel chaos* penetrates the teratamorph's spell resistance. The teratamorph is not considered to be grappling creatures it has bonded with;

it can still threaten any area within its reach. A creature that dies while bonded to a teratamorph is automatically absorbed by the ooze.

20 **Absorption.** The creature is entirely absorbed by the ooze and disintegrated. An absorbed victim leaves behind no trace of a body, and can be restored to life only with a *miracle, true resurrection*, or *wish* spell.

Portalwake (Su): The teratamorph affects its surrounding area, causing tears and rips in reality. Each round that a creature is within 30 feet of the teratamorph, that creature must make a Reflex saving throw (DC 24) or be transported to a random point in the plane the Chaos Spire is currently visiting.

Warp Reality (Su): The potent chaotic energies that surge through and out of the teratamorph's body can have amazing effects on the surrounding terrain. When at rest, these energies are calm, but once the ooze is on the move or attacking, the energies lash out to a radius of 120 feet from the ooze. These ripples of chaos cause the surrounding terrain to warp and writhe.

When the teratamorph takes an action, creatures within 120 feet must make a Balance check (DC 25). Creatures that fail the Balance check suffer a -4 circumstance penalty to attack rolls and a -4 to Dexterity-based skill checks until a round in which the teratamorph takes no action, until the creature makes a Balance check (DC 25) as a standard action, or until the creature leaves the area. Creatures that enter the area while warp reality is in effect must immediately make a Balance check (DC 25) to avoid the associated penalties. This warping of reality affects all creatures in the area, including creatures in water or in the air.

Blindsight (Ex): The teratamorph's entire body is a sensory organ that can ascertain prey by scent and vibration within 240 feet. This is an extraordinary ability.

Detect Law (Su): The teratamorph continually detects law with its blindsight ability as per the spell *detect law*.

Immunities (Ex): A teratamorph is immune to lightning, acid, and all spells with the chaotic descriptor.

Dimensional Instability (Su): Each time a teratamorph is struck with a weapon, there is a chance that the region struck simply doesn't exist for that instant. Any melee or ranged attack directed at it has a 20% miss chance. This miss chance cannot be avoided with spells like *true seeing* or *true strike*. *Dimensional anchor* removes this supernatural ability from the teratamorph, reducing the miss chance to 0% for the duration.

Ooze: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and polymorphing. Not subject to critical hits.

DREADMASTER

Bane is an evil deity that most FORGOTTEN REALMS setting Dungeon Masters and players love to hate. Probably no single occurrence in the history of the FORGOTTEN REALMS setting has provoked as much controversy as the death of Bane, and his return sparked another round of heated discussion. One thing no one can argue with, however, is that he made a great bad guy, and his priests and followers make great villains for heroic player characters to oppose.

BY JULIA MARTIN & ERIC HADDOCK • ILLUSTRATED BY DENNIS CALERO

Here is a prestige class formed in the image of the dreadmaster, the old specialty priest of Bane. Villains of this prestige class are particularly suited to be either bullying, lower-ranking villains whose ambitions make them likely to attract heroes' attentions, or fiendishly clever, high-ranking leader villains who sit in the heart of a spider web of intrigue and wield the scepter of command with ruthless and brilliant cruelty.

DREADMASTERS

Dreadmasters are the ultimate tyrants. They seek to rule absolutely (next to, of course, Bane himself), preferably through terror and domination. They instill the fear of Bane in all, but especially in those who do not give at least lip service to his supremacy as a god.

Dreadmasters tend to accumulate followers and build organizations—like churches or societies, or political bodies such as kingdoms, nations, or city-states—over which they can rule with an iron fist. They want to know everything that is going on, overseeing every detail with what they perceive as ruthless precision, and others perceive as an obsessive need to control. They love to accumulate items that enhance their personal presence to better cow others, their physical strength to better beat the weak into submission, and their wisdom or mental faculties to better plot the doom of their enemies. Dreadmasters always have many enemies (both real and imagined).

Clerics most often become dreadmasters, although wizards, sorcerers, and monks with a passionate devotion to Bane or to dictatorship sometimes choose this path as well. Bards, rogues, fighters, and rangers become dreadmasters less frequently, although they are often part of a dreadmaster's retinue.

HIT DIE D8

DREADMASTER

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special	Spells Per Day
1st	+0	+2	+0	+2	Dominating aura 20 feet	+1 level of existing class
2nd	+1	+3	+0	+3	Insidious insight	+1 level of existing class
3rd	+2	+3	+1	+3	Dominating aura 30 feet	+1 level of existing class
4th	+3	+4	+1	+4	Rodcraft	+1 level of existing class
5th	+3	+4	+1	+4	Dominating aura 40 feet, favored enemy	+1 level of existing class
6th	+4	+5	+2	+5	Enhanced leadership +2	+1 level of existing class
7th	+5	+5	+2	+5	Dominating aura 50 feet	+1 level of existing class
8th	+6	+6	+2	+6	Enhanced leadership +4, fanatical loyalty	+1 level of existing class
9th	+6	+6	+3	+6	Dominating aura 60 feet, special cohort	+1 level of existing class
10th	+7	+7	+3	+7	Enhanced leadership +6 second special cohort	+1 level of existing class

CLASS REQUIREMENTS

To qualify to become a dreadmaster, a character must fulfill all the following criteria:

Patron Deity: Bane.
Alignment: Lawful evil.
Base Attack Bonus: +4.
Spellcasting: Ability to cast 3rd-level divine spells; clerics who are dreadmasters must have access to either the Hatred or Tyranny domain.
Intimidate: 5 ranks.
Sense Motive: 4 ranks.
Feats: Leadership, Skill Focus (Intimidate), Spell Focus (Enchantment).
Cohort: A cohort of at least 6th level.

CLASS FEATURES

All of the following are features of the dreadmaster prestige class.

Weapon and Armor Proficiency: Dreadmasters are proficient with all simple weapons, all types of armor (light, medium, and heavy), and shields. Bane's favored weapon is the morningstar.

Dominating Aura: A dreadmaster is immune to fear effects (magical or otherwise). Enemies within 20 feet of a dreadmaster suffer a -4 morale penalty on saving throws against fear effects. The radius of this aura increases at 3rd, 5th, 7th, and 9th level. This is a supernatural ability.

Insidious Insight: A dreadmaster has a knack for ferreting out what others are up to so that he can more effectively keep control. Beginning at 2nd level, dreadmasters receive a +2 circumstance bonus to Sense Motive and Gather Information checks. This is an extraordinary ability.

Rodcraft: Dreadmasters have an affinity for magic rods, seeing them as an extension of the symbolism of the divine scepter of rulership that is also exemplified in Bane's favored weapon, the morningstar. Beginning at 4th level, when a dreadmaster makes a rod, the DCs for saving throws against the powers of rods they craft are two higher than would be for those made by a non-dreadmaster crafter. Dreadmasters especially love to make rods of *rulership, enemy detection,* and *lordly might.*

Favored Enemy: At 5th level, the dreadmaster selects a type of creature or an organization as a favored enemy. This class feature functions just like the favored enemy ability of a ranger (see page 45 of the *Player's Handbook)* with the additional FORGOTTEN REALMS setting option (page 26 of the *FORGOTTEN REALMS Campaign Setting)* of selecting an organization rather than a creature type. The dreadmaster's favored enemy bonus becomes +2 at 10th level. Dreadmasters can only select one type of favored enemy; unlike rangers, they do not gain additional favored enemies when they increase in level.

Enhanced Leadership: Beginning at 6th level, the dreadmaster receives a +2 bonus to his Leadership score. This extraordinary ability increases to +4 at 8th level and +6 at 10th level. (He still cannot attract a cohort of greater than his character level.) At 6th through 10th level, a dreadmaster does not suffer the -2 cumulative Leadership penalty for causing the death of a cohort for one cohort per each dreadmaster level above 5th (up to a total of five dead cohorts at 10th-level). Dreadmasters of 10th level do not suffer the normal general -2 Leadership penalty for cruelty.

Fanatical Loyalty: Followers and cohorts of the dreadmaster become fanatically loyal to the dreadmaster; only Bane himself can inspire greater loyalty in them. They will not balk at life-threatening actions or actions that would normally lie outside their moral compunctions and normal behavior if the dreadmaster asks them to perform such actions. Spells that the dreadmaster has cast upon his cohorts that normally grant a saving throw or saving throw bonus if the subject is asked to take life-threatening actions or actions contrary to her nature do not do so if the subject is fanatically loyal to the dreadmaster. The dreadmaster gains this is supernatural ability at 8th level.

Special Cohort: At 9th level, the dreadmaster attracts a special cohort (see page 46 of the *DUNGEON MASTER'S Guide)* in addition to any cohort already gained. If a leader loses this special cohort, he can generally replace it, according to his current Leadership score. It takes time (1d4 months) to recruit a replacement. At 10th level, the dreadmaster attracts a second special cohort in addition to any cohorts or special cohorts already gained. Because of the lawful nature of Bane, special cohorts who are mutually inimical by type, alignment, or nature will not both be attracted to the same dreadmaster. Dungeon Masters can use the "Example Dreadmaster Special Cohorts" table to select special cohorts gained through this ability, or select cohorts of their own choosing or crafting.

CLASS SKILLS

Skill Points at Each Level: 2 + Int modifier

The dreadmaster's class skills (organized by key ability) are:

STR	
DEX	Ride
CON	Concentration
INT	Craft, Knowledge (arcana), Knowledge (geography), Knowledge (history), Knowledge (local), Knowledge (nobility and royalty), Knowledge (religion), Scry*, Speak Language, Spellcraft
WIS	Profession, Sense Motive
CHA	Bluff, Diplomacy, Gather Information, Intimidate

*** Exclusive skill.**

EXAMPLE DREADMASTER SPECIAL COHORTS

CREATURE	ALIGNMENT	COHORT LEVEL EQUIVALENT
Doppleganger	Neutral	6th
Helmed horror	Neutral	13th
Gouger (beholderkin)	Neutral evil	14th
Death kiss (beholderkin)	Neutral evil	16th
Baneguard	Lawful evil	5th
Banedead	Lawful evil	6th
Hell hound	Lawful evil	6th
Displacer beast	Lawful evil	7th
Imp	Lawful evil	7th
Banelar	Lawful evil	9th

*** Found in *Monster Compendium: Monsters of Faerûn.***

CLASS ACTS

FIEND SLAYER

BY MONTE COOK • ILLUSTRATED BY MARK ZUG

Waiting for the darkness, the hunter prepares himself. His quarry is no simple beast, nor even a person. His prey is that which stalks humanity from the shadows, slipping into our world through dark portals to tempt, corrupt, and destroy. His prey is a fiend itself—a devil, a demon, or something else from a nether realm beyond the normal ken.

The fiend slayer is a shadowy character who has a hatred for evil outsiders. He has learned their ways and dedicated himself to ridding the world of them. However, he's no holy champion. He's consorted with evil to learn its weaknesses, and he has taken on fiendish aspects to better confront his foes.

Multiclass rangers make the best fiend slayers, although paladins who have become corrupted by the evil they fight against also become fiend slayers. These men and women usually work alone. Even though some have similar goals, their methods and outlooks are very different.

CLASS FEATURES

Weapon and Armor Proficiency: Fiend slayers are proficient with all simple and martial weapons, with all types of armor, and with shields.

Spells: Beginning at 1st level, a fiend slayer gains the ability to cast a small number of arcane spells. To cast a spell, the fiend slayer must have a Charisma score of at least 10 + the spell's level, so a fiend slayer with a Charisma of 10 or lower cannot cast these spells. Fiend slayer bonus spells are based on Charisma, and saving throws against these spells have a DC of 10 + spell level + Charisma modifier. When the fiend slayer gets "0" spells of a given level, such as 0 1st-level spells at 1st level, the fiend slayer gets only bonus spells. A fiend slayer without a bonus spell for that level cannot yet cast a spell of that level. The fiend slayer's spell list appears below; a fiend slayer has access to any spell on the list and need not prepare those spells ahead of time. A fiend slayer casts spells just as a sorcerer does.

Fiend Hunting: At 1st level, a fiend slayer gains a bonus against evil outsiders due to his extensive study and training in the proper techniques for combating them. The fiend slayer gains a +1 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks when using these skills against evil outsiders. Likewise, he gets the same bonus to weapon damage rolls against evil outsiders. A fiend slayer also gets the damage bonus with ranged weapons, but only against targets within 30 feet (the fiend slayer cannot strike with deadly accuracy beyond that range). The bonus doesn't apply to damage against creatures that are immune to critical hits. Every three levels (at 3rd, 6th, and 9th), the fiend hunting bonus increases by +1. The bonus from this extraordinary ability stacks with a ranger's favored enemy bonus.

Fiend Skin: By magically grafting bits of fiendish flesh to his own body, the 1st-level fiend slayer gives himself a +1 natural armor bonus. At every three levels beyond 1st (4th, 7th, and 10th) this bonus increases by +1. This is an extraordinary ability.

Detect Fiends: At will, a 2nd-level fiend slayer can detect evil outsiders as a supernatural ability. This ability duplicates the effects of the spell *detect undead* cast by a sorcerer of the fiend slayer's class level, except that evil outsiders are detected.

See in Darkness: At will, a 2nd-level fiend slayer can see in magical and non-magical darkness as a supernatural ability, up to a range of 30 feet.

Smite Fiends: Once a day, a fiend slayer of 4th level or higher can attempt to smite evil outsiders with one normal melee attack. He adds his Wisdom bonus to his attack roll

FIEND SLAYER — HIT DIE D8

Level	Attack Bonus	Fort. Save	Ref. Save	Will Save	Special	SPELLS PER DAY 1	2	3	4
1	+1	+2	+0	+0	Fiend hunting +1, Fiend skin +1	0	—	—	—
2	+2	+3	+0	+0	Detect fiends, see in darkness	1	—	—	—
3	+3	+3	+1	+1	Fiend hunting +2	1	0	—	—
4	+4	+4	+1	+1	Smite fiends, fiend skin +2	1	1	—	—
5	+5	+4	+1	+1	Spurn fiend's touch	1	1	0	—
6	+6	+5	+2	+2	Fiend hunting +3	1	1	1	—
7	+7	+5	+2	+2	Clutches of vengeance, fiend skin +3	2	1	1	0
8	+8	+6	+2	+2	Fiendbane shout	2	1	1	1
9	+9	+6	+3	+3	Fiend hunting +4	2	2	1	1
10	+10	+7	+3	+3	*Neutralize evil*, fiend skin +4	2	2	2	1

and inflicts 2 extra points of damage per class level; for example, an 8th-level fiend slayer armed with a longsword would inflict 1d8+16 points of damage, plus 3 points of damage for fiend hunting, plus any additional bonuses for high Strength or magical effects that normally apply. If the fiend slayer accidentally smites a creature that is not an evil outsider, the smite has no effect but it is still used up for that day. Smite fiends is a supernatural ability.

Spurn Fiend's Touch: A 5th-level fiend slayer applies his Wisdom bonus as an additional bonus to all saving throws against effects and spells used by evil outsiders. Thus, a fiend slayer adds double his Wisdom bonus to Will saving throws. This is a supernatural ability.

Clutches of Vengeance: Once per day, a 7th-level fiend slayer can negate a single evil outsider's SR and damage reduction for 1 round per level with a successful melee touch attack against the target. This is a supernatural ability.

Fiendbane Shout: The 8th-level fiend slayer can, once per day as a supernatural ability, loose a shout that stuns all evil outsiders within 50 feet for 1 round (Fort save DC 10 + fiend slayer's Charisma bonus + fiend slayer class levels) as a move-equivalent action.

Neutralize Evil: Upon reaching 10th level, a fiend slayer can use the following spell-like ability once per day. After a successful melee touch attack, the fiend slayer can prevent an evil outsider from using any supernatural or spell-like abilities, spells, or magic items for 24 hours. The decision to use *neutralize evil* must be made before the touch attack is made. If the fiend slayer accidentally uses the ability on a creature that is not an evil outsider or misses the touch attack, *neutralize evil* has no effect but is still used up for that day. There is no save against this ability, and spell resistance does not apply. D

CLASS REQUIREMENTS

To qualify to become a fiend slayer, a character must fulfill all the following criteria:

Alignment: Any non-evil, non-good.
Base Attack: +4.
Knowledge (arcana): 5 ranks.
Knowledge (the planes): 2 ranks.
Favored Enemy: Any evil outsider type (devil, demon, and so on).
Special: Must be able to cast *protection from evil*.
Special: Ex-paladins can forgo the favored enemy and the *protection from evil* requirement if they are willing to instantly lose one level of ex-paladin. For example, a 6th-level ex-paladin who has the right number of skill ranks in Knowledge (arcana) and Knowledge (the planes) can take a level of fiend slayer but he will be a 5th level ex-paladin/1st level fiend slayer. An ex-paladin who decides to make this level switch need not gain a new level to facilitate the change; once the decision to take the level of fiend slayer is made, it happens.

FIEND SLAYER SPELL LIST

1st level
detect evil
endure elements
magic weapon
protection from evil
remove fear
summon monster I

2nd Level
bull's strength
cat's grace
endurance
resist elements
see invisibility
summon monster II

3rd Level
dispel magic
magic vestment
protection from elements
searing light
summon monster III

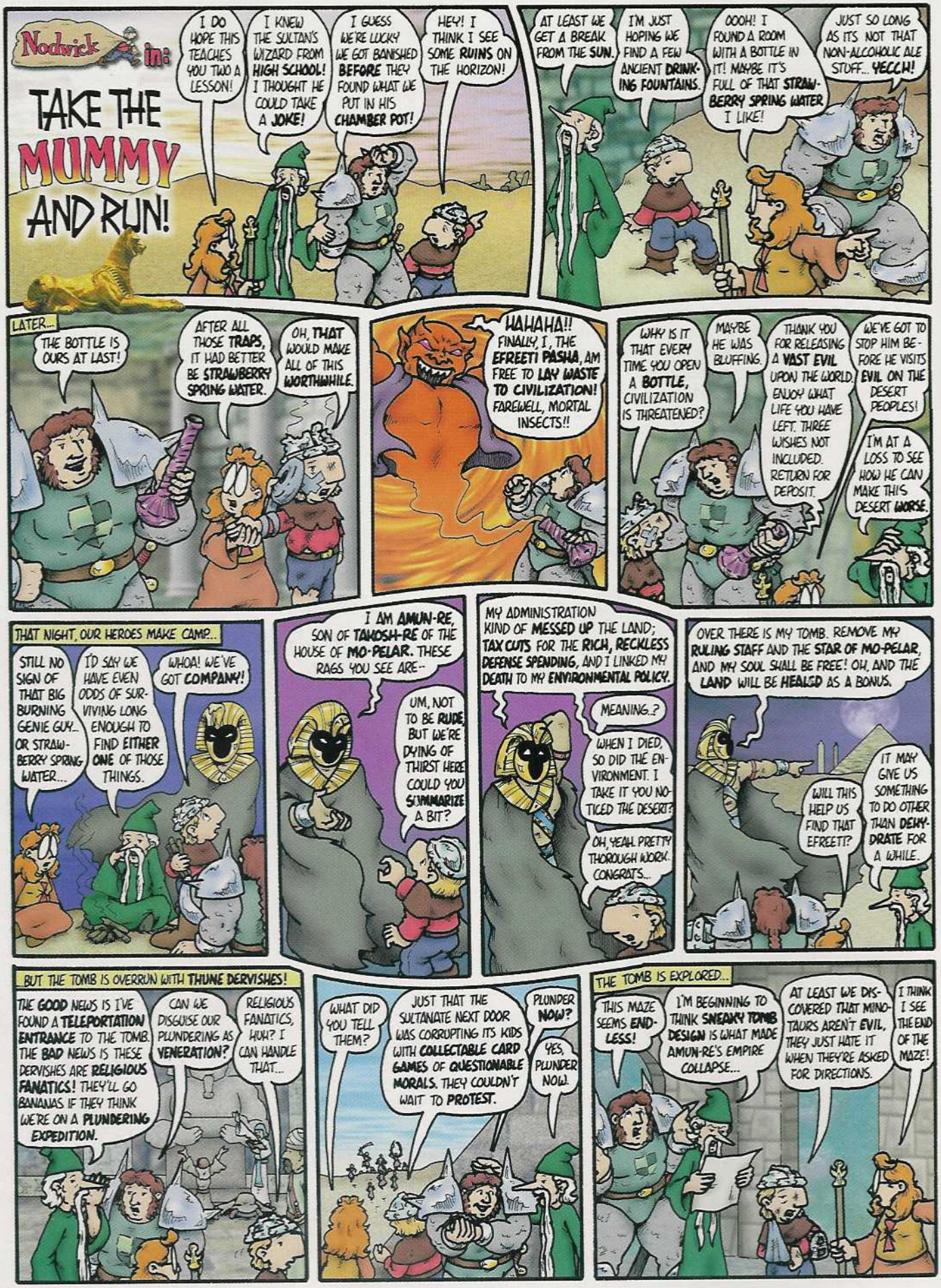
4th Level
banishment
freedom of movement
greater magic weapon
summon monster IV

CLASS SKILLS

Skill Points at Each Level: 4 + Int modifier

The fiend slayer's class skills (organized by key ability) are:

STR	DEX	CON	INT	WIS	CHA
Climb	Hide	Concentration	Knowledge (religion)	Heal	Bluff
Jump	Move Silently		Knowledge (arcana)	Intuit Direction	
			Knowledge (the planes)	Profession	
				Search	
				Sense Motive	
				Spot	
				Wilderness Lore	


Nodwick in:
TAKE THE MUMMY AND RUN!
I DO HOPE THIS TEACHES YOU TWO A LESSON!
I KNEW THE SULTAN'S WIZARD FROM HIGH SCHOOL! I THOUGHT HE COULD TAKE A JOKE!
I GUESS WE'RE LUCKY WE GOT BANISHED BEFORE THEY FOUND WHAT WE PUT IN HIS CHAMBER POT!
HEY! I THINK I SEE SOME RUINS ON THE HORIZON!
AT LEAST WE GET A BREAK FROM THE SUN.
I'M JUST HOPING WE FIND A FEW ANCIENT DRINKING FOUNTAINS.
OOOH! I FOUND A ROOM WITH A BOTTLE IN IT! MAYBE IT'S FULL OF THAT STRAWBERRY SPRING WATER I LIKE!
JUST SO LONG AS ITS NOT THAT NON-ALCOHOLIC ALE STUFF... YECCH!
LATER...
THE BOTTLE IS OURS AT LAST!
AFTER ALL THOSE TRAPS, IT HAD BETTER BE STRAWBERRY SPRING WATER.
OH, THAT WOULD MAKE ALL OF THIS WORTHWHILE.
HAHAHA!! FINALLY, I, THE EFREETI PASHA, AM FREE TO LAY WASTE TO CIVILIZATION! FAREWELL, MORTAL INSECTS!!
WHY IS IT THAT EVERY TIME YOU OPEN A BOTTLE, CIVILIZATION IS THREATENED?
MAYBE HE WAS BLUFFING.
THANK YOU FOR RELEASING A VAST EVIL UPON THE WORLD. ENJOY WHAT LIFE YOU HAVE LEFT. THREE WISHES NOT INCLUDED. RETURN FOR DEPOSIT.
WE'VE GOT TO STOP HIM BEFORE HE VISITS EVIL ON THE DESERT PEOPLES!
I'M AT A LOSS TO SEE HOW HE CAN MAKE THIS DESERT WORSE.
THAT NIGHT, OUR HEROES MAKE CAMP...
STILL NO SIGN OF THAT BIG BURNING GENIE GUY... OR STRAWBERRY SPRING WATER...
I'D SAY WE HAVE EVEN ODDS OF SURVIVING LONG ENOUGH TO FIND EITHER ONE OF THOSE THINGS.
WHOA! WE'VE GOT COMPANY!
I AM AMUN-RE, SON OF TAHOSH-RE OF THE HOUSE OF MO-PELAR. THESE RAGS YOU SEE ARE--
UM, NOT TO BE RUDE, BUT WE'RE DYING OF THIRST HERE COULD YOU SUMMARIZE A BIT?
MY ADMINISTRATION KIND OF MESSED UP THE LAND; TAX CUTS FOR THE RICH, RECKLESS DEFENSE SPENDING, AND I LINKED MY DEATH TO MY ENVIRONMENTAL POLICY.
MEANING..?
WHEN I DIED, SO DID THE ENVIRONMENT. I TAKE IT YOU NOTICED THE DESERT?
OH, YEAH. PRETTY THOROUGH WORK. CONGRATS...
OVER THERE IS MY TOMB. REMOVE MY RULING STAFF AND THE STAR OF MO-PELAR, AND MY SOUL SHALL BE FREE! OH, AND THE LAND WILL BE HEALED AS A BONUS.
WILL THIS HELP US FIND THAT EFREETI?
IT MAY GIVE US SOMETHING TO DO OTHER THAN DEHYDRATE FOR A WHILE.
BUT THE TOMB IS OVERRUN WITH THUNE DERVISHES!
THE GOOD NEWS IS I'VE FOUND A TELEPORTATION ENTRANCE TO THE TOMB. THE BAD NEWS IS THESE DERVISHES ARE RELIGIOUS FANATICS! THEY'LL GO BANANAS IF THEY THINK WE'RE ON A PLUNDERING EXPEDITION.
CAN WE DISGUISE OUR PLUNDERING AS VENERATION?
RELIGIOUS FANATICS, HUH? I CAN HANDLE THAT...
WHAT DID YOU TELL THEM?
JUST THAT THE SULTANATE NEXT DOOR WAS CORRUPTING ITS KIDS WITH COLLECTABLE CARD GAMES OF QUESTIONABLE MORALS. THEY COULDN'T WAIT TO PROTEST.
PLUNDER NOW?
YES, PLUNDER NOW.
THE TOMB IS EXPLORED...
THIS MAZE SEEMS ENDLESS!
I'M BEGINNING TO THINK SNEAKY TOMB DESIGN IS WHAT MADE AMUN-RE'S EMPIRE COLLAPSE...
AT LEAST WE DISCOVERED THAT MINOTAURS AREN'T EVIL, THEY JUST HATE IT WHEN THEY'RE ASKED FOR DIRECTIONS.
I THINK I SEE THE END OF THE MAZE!

THIS MUST BE THE ROUTE AMUN-RE'S BODY WAS TAKEN WHEN HE WAS CARRIED TO HIS FINAL REST. I CAN SEE THE CORRIDOR ENTRANCE NEAR THE CEILING.
BUT HOW DID THEY GET HIM UP THERE?
I'LL BET THESE ALTARS DID IT SOMEHOW.
HOW CAN YOU TELL?
I MINORED IN ALTARS WHILE I WAS IN THE SEMINARY.
PIFFANY'S ALTAR KNOW-HOW HAS A DEFINITE EFFECT!
WHOA! ANTI-GRAV!
TAP! TAP!
NOW I CAN FORGET THAT WEIGHT-LOSS PLAN I WAS ON!
DOES ANYONE ELSE HEAR SOMETHING?
HELLO! MY NAME IS PRIT! WHO ARE YOU?
WE'RE LOOTING THIS PILE OF ROCKS FOR A GHOST-GUY WE MET OUTSIDE.
ANY ADVICE YOU CAN GIVE US?
OH MY, YES! THERE'S A WICKED UNDEAD SORCERER NAMED MUNAFIK WHO LIVES HERE. HE GUARDS THE OTHER END OF THIS PASSAGE.
HOW CAN WE DEFEAT HIM?
I DON'T KNOW FOR SURE, BUT I CAN SHOW YOU SOMETHING THAT MIGHT HELP...
LATER...
WHO INVADES THIS SACRED HALL?! HOW DID YOU GET PAST THE TRAPS?!
PRIT SHOWED US THE BACK DOOR. WE'LL BE MOVING ON TO THE TOMB, NOW...
HARDLY! YOU SHALL NOT PASS, FOR I CANNOT BE DEFEATED!!
OH, YES... YOU HAD YOUR UNDEAD HEART REMOVED AND PUT IN A BELL JAR SO YOU CAN'T BE KILLED.
WE TOOK CARE OF THAT.
WE FILLED THE BELL JAR WITH YEAGAR'S PORK RINDS. I'D START EXERCISING TO REDUCE YOUR CHOLESTEROL IF I WERE YOU!
YOU... WILL.... PAY... FOR... THIS!!
YEAH, YEAH. KEEP THAT PULSE RATE UP, OR IT'S BYPASS CITY FOR YOU!
FINALLY, THE TOMB IS RAIDED!
OKAY, WE FOUND THE STAFF IN THE SARCOPHAGUS ROOM; WHERE'S THE GEM?
THE ONLY GEM I SEE IS ON THAT PAINTING.
THIS IS ONE REALISTIC PAINTING!
AMAZING! IT'S A GATEWAY TO THE SKY, MILES ABOVE THE PYRAMID!
AND THE GEM IS ON THE PROW OF THAT FLYING BOAT!
HOW WILL WE GET IT?
WE'LL USE OUR TRUSTY GRAPPLING HOOK!
WHUMPH!
HE'S NOT A GRAPPLING HOOK!
ESPECIALLY WHEN YOU FORGET TO TIE A ROPE TO HIM!
SNAP!
OUR HEROES TRIUMPHANTLY EXIT AMUN-RE'S TOMB...
I GUESS PHARAOH-DUDE IS FREE NOW.
AND LOOK! WATER IS RETURNING TO THE LAND!
AAAAHH! STRAWBERRY FLAVOR!

by Chris Pramas

The Armies of Thalos

Before the Empire of Ravilla (see *Dragon* #285), humans lived in scattered tribes across Western Oerik. When elves began their conquest, they pushed the tribes before them. Each time the tribes resettled, the elven boot kicked them still farther from their homeland. With their numbers dwindling every year due to hardship, disease, and war, the tribes faced extinction.

The leader of the Strongbow tribe was a warrior named Almira. She argued that the tribes must travel far beyond the elven reach to establish a new home. All but three of the tribes followed Almira on a grueling march. In 531 they reached the coast, off which scouts had spied a massive island. This island had ample resources, natural defenses, and a remote location. There was only one snag: It was overrun with kobolds.

While other tribal leaders despaired, Almira was pleased. Her people had been running for years, but now they would enter their homeland not as refugees, but as conquerors. Almira dubbed the island Thalos, the ancient word for "fortress," and rallied her people for one last push. Under her leadership, the tribes spent six months resting, training, and building a fleet of barges to carry them to the island.

The kobolds were not expecting an attack, and they fled from the invading humans. The disorganized kobolds fell by the thousands, and within four years, the island was under human control. By 541 the war was over. The surviving kobolds fled underground, escaping the humans through inaccessible tunnels. With the kobolds defeated and contained, Almira claimed victory. The Scouring of Thalos had the effect she had desired, and her people were now confident and unified.

A New Nation

Crowning Almira was only a formality, for no one dared to stand against the savior of humanity. By this time there were only ten tribes left, and Almira divided the land equally among them. She also established the regents, an advisory body with two representatives per tribe. They were responsible for enacting the Queen's orders, the most important of which was establishing an army and navy. Despite their victories, Almira knew it was only a matter of time before the elven legions arrived.

Battle began in 550, when hundreds of elven ships met the small human navy, which was led by the aasimar Furiel. The humans knew they stood no chance against the navy of Ravilla, but they also knew that every ship sunk increased the chances of a land victory. As they sailed to their deaths, the marines shouted out a war cry that has since rung out on a thousand battlefields: "For Almira and the Shield Mother!"

Magic blew ships apart, clouds of arrows filled the air, and boarding parties made decks run red with blood. Furiel, in her wrath, called down pillars of fire until a hail of elven arrows nailed her to the mast. After three hours of fighting, the forces of Ravilla were ready to land on Thalos, where Almira awaited with a mighty host.

The ensuing battle lasted for three days. Wave after wave of elven ships disgorged thousands of veteran soldiers. Ravilla's armies, however, had grown used to walking over their opposition, and they were not ready for such determined resistance. Human soldiers matched the elves, arrow for arrow and blade for blade. Each time the elves established a beachhead, the humans hurled them back into the sea. Almira led her troops personally, and the Battle of the Bloody Tide was her finest hour. The human losses were grievous, but the elves never again attempted an invasion of Thalos.

Thalos Grows Strong

Fifty years of peace followed, and Thalos thrived. Cities grew, trade flourished, and the population boomed. When Queen Almira died peacefully in 575, her eldest daughter succeeded her, establishing a dynasty that has continued to the present day.

The Thalish were not the only ones growing in numbers, however. In 602, tens of thousands of kobolds boiled up from the underground to take vengeance. The surprised human army was initially slow to react. Farms were burned, towns were razed, and stores were destroyed by the rampaging kobolds. It was the church of the Shield Mother that reacted first. Its clerics organized local militias to fight back, buying the army time. Once the military was organized, the kobolds could do little to save themselves. Again they were hounded back to their warrens with great slaughter.

Queen Almira II was not satisfied with her victory. She knew that the kobolds

THE SHIELD MOTHER

The tutelary goddess of Thalos is Stern Alia, more commonly known in the Sundered Empire as the Shield Mother. She is also called the Mother of War because of her three sons: Heironeous the good God of Valor, Hextor the evil God of Tyranny, and Stratis the neutral God of War. Her powerful church in Thalos works hand in hand with the queen. At the moment, paladins of the Shield Mother are on a quest to recover the Shield of Stratis. This artifact was a gift from the Shield Mother to her son and bears her likeness. The church would give anything to win this most holy of relics.

While the Shield Mother herself is lawful neutral, her church in Thalos tends toward good. Her symbol is a shield, and her favored weapon is the longsword. Her domains are Law, Protection, and War.

would return again and again unless their warrens were rooted out. She offered the gnomes of the continent gold and any underground areas they conquered in her name in return for their aid. A whole human generation passed, only vaguely aware that a war raged beneath their feet. By the time Queen Almira III was crowned, the gnomes had won the war. The kobolds would never bother the humans again, and Thalos had found strong allies.

Thalos Today

Four hundred years later, Thalos has become a mighty nation. It controls the seas, its gnome population safeguards an impregnable underground armory, and its paladins lead a mighty army. Almira XXI is an inspirational leader like her ancestor. In the wake of the death of Stratis, Almira declared a great crusade. She has inspired her people with visions of conquering their ancient homelands, and her armies now march on the continent they once fled. D

HAMMERER

Medium-Size Construct
Hit Dice: 5d10 (27 hp)
Initiative: +0
Speed: 20
AC: 21 (+11 natural)
Attacks: Hammer-arm +10 melee, pincer-arm +5 melee
Damage: Hammer-arm 1d8+7, pincer-arm 1d6+7
Face/Reach: 5 ft. by 5 ft./5 ft.
Special Attacks: Improved grab
Special Qualities: Construct, unreliable
Saves: Fort +1, Ref +1, Will +0
Abilities: Str 24, Dex 10, Con —, Int —, Wis 8, Cha 4
Skills: None
Feats: None

Climate/Terrain: Any land and underground
Organization: Solitary or team (2-5)
Challenge Rating: 3
Treasure: None
Alignment: Always neutral
Advancement: 6-8 HD (Medium-size), 9-15 HD (Large)

The gnomes of Thalos create most of the armies' weapons and armor. In their vast underground workshops, gnome engineers continually tinker with new creations. Such experimentation led to the invention of a series of war machines, and the hammerer is one of the smallest. Although superficially similar to a golem, the hammerer is quite different. It is built with clockwork parts and animated with powerful magic. While the consciousness of the hammerer sometimes has trouble interacting with the physical world, the hammerer can be devastating on the battlefield.

COMBAT

The hammerer is not built for fancy tactical maneuvers. Thalish commanders point them at the enemy and let them go. The powerful hammer-arm that gives them their name is a nasty piece of business and their favored attack mode. The pincer-arm is used only in special circumstances when capturing enemies is required.

Construct: Immune to mind-influencing effects, poisons, disease, and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Improved Grab (Ex): Pincer-arm only.

Unreliable (Ex): The consciousness of the hammer is only quasi-real, similar to creations like the simulacrum. The hammerer is thus sometimes slow to react to the changing environment around it. Each round a hammerer attempts to act, roll a d20. On an 11+ it acts normally. Otherwise, it takes no action.

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Caring for Charisma

This letter is in response to Douglas McLeod's "Eye of the Beholder" in issue #285. While I always considered Charisma a nearly useless ability in 1st and 2nd Edition, I was not hoping for its disappearance in the new edition so much as its relegation to the realm of "ability scores that matter." This hope was partially fulfilled in that Charisma was made the basis for turning checks, several useful skills, arcane spellcasting, and many paladin abilities. However, even in the new edition, not all abilities are created equal. This is made perfectly clear on page 19 of the *Player's Handbook*, where one discovers in the half-orc description that -2 penalties to both Intelligence and Charisma are considered a fair trade-off for a +2 to Strength.

***In the end, I have come to the opinion that* Charisma is really what you make of it.**

And as Mr. McLeod points out, even the creators of the system seem not to have been overly concerned with the new role of Charisma, given the racial penalties for dwarves and half-orcs. The assignment of these penalties seems to have stemmed from a predisposition to conceive of dwarves and half-orcs as being gruff and unattractive. That such notions should result in these races being inferior spellcasters is ludicrous. Since I like the idea that Charisma reflects the self-confidence and willpower of an individual, I have rationalized these penalties in my own campaign by positing that dwarves and half-orcs might, by virtue of their clan- and tribe-oriented cultures, have a lesser sense of self-importance and individuality than members of other races. This rationalization, however, results mostly from a tolerance on my part for what I view as a necessary, if aesthetically unattractive, balancing factor.

In the end, I have come to the opinion that Charisma is really what you make of it. Abilities like Strength and Dexterity figure prominently in the game because they relate directly to combat. Few DMs I know would simply let a character hit an enemy without making an attack roll. However, I think there is a greater temptation to allow PCs to make their way through diplomatic encounters without rolling. If the character gives the palace guard a good reason to let her through the gate, many DMs will leave it at that. Doing so, however, undermines the importance of the Charisma ability.

In my games, I am constantly asking my players for Diplomacy, Bluff, and Gather Information checks, because doing so places a real value on the characters' Charisma scores. Resolving dialogues with skill checks does not equate to the degeneration of roleplaying skills, either; how well the players roleplay through conversations can determine what circumstance bonus (or penalty) they receive. Similarly, circumstance bonuses can be used to account for the impression/intimidation factor in play between the 10th-level half-orc and the 1st-level anybody Mr. McLeod cites.

As to whether a character's Charisma increases to reflect her personal growth, that is entirely up to the player. Characters get ability increases every four levels; make Charisma-based checks a regular part of your game, and players might begin to find reasons to put those extra points into Charisma.

Jeffrey Ludwig • Orinda, CA

Toothy Wizards

I have been reading *DRAGON* for years, and I have never felt the need to write in response to somebody else's letter. Robert Kloeckner's letter, "Wussy Wizards" in issue #284, is so short-sighted that it compelled me to write a response. He believes that wizards have had their teeth pulled in the new edition and thinks their power should be pumped to compensate.

Mr. Kloeckner is certainly entitled to his opinion. Based on the single comparison he makes, wizards do not stack up to fighters of equivalent level. The problem is that he has failed to take several other factors into account.

Spell selection is an important consideration. At 6th level, for instance, a wizard can cast *fireball* for 6-36 points of damage, or he can cast *summon monster III* and bring a thoqqua into the battle for six rounds (with a maximum damage potential of 126 points). Looking at the rest of the spell list available at sixth level, it is easy to identify spells that are useful outside of combat situations.

Not only that, but by taking the Scribe Scroll feat, a wizard can increase the number of spells he has available—limited only by the resources he has in gold and experience. For a 1st-level caster, a *shocking grasp* spell costs 13 gold and 1 experience point. Potentially, the wizard could have an extensive library of scrolls on hand, allowing even greater flexibility in available spells.

Because of their high Intelligence, wizards gain many more skill points than the average fighter, and they have a wider variety of class skills. This makes them more useful in situations outside of combat. When that ancient inscription needs to be translated, who is going to succeed?

These are but three points Mr. Kloeckner fails to take into account. A fighter excels at dealing out damage, but that is just about it. A wizard, on the other hand, has the potential to shine in many more situations.

Josh Harrison • Bangor, ME

If It ain't Broke . . .

While Jeff Wilder's well-conceived letter, "Repairing the Ranger" in issue #285 expressed concern for class balance and the key failings of the ranger class, his presupposition belies the greater problem within the D&D game: Players often regard the value of a character directly in proportion to the amount of damage that she can deal, spells she can cast, and so on. Yet, over time, the uber-character often loses its unique qualities, and the fond memories of her exploits blur with those of a myriad of similar characters. The characters that stand out are the ones that are weak, feeble, and ultimately able to overcome those adverse conditions.

I think the key reason why veteran gamers feel that the ranger class was slighted in the new edition is because of the previous examples in the older editions. In 1st Edition, the ranger was so coveted the *Player's Handbook* actually limited the number of rangers that could work together! These 1st-Edition rangers were given an extra HD at first level, access to magic-user spells (such as *magic missile),* and plenty of super-cool followers. In 2nd Edition, having a chance to Move Silently and Hide in Shadows undermined the need for a thief to be a scout and elevated the ranger class above most, if not all others, while clearly opening the door to the abuse of multiple attacks. The ranger class in the new edition is balanced, where as in previous editions this class stood as the paradigmatic example of the aforementioned "uber-character."

Robert J. Schwalb • Murfreesboro, TN

False Sensory Input

In issue #281, Mike Briggs wrote a letter detailing how he was displeased with what he had seen of the new psionics and would therefore use his own rules. Normally, I would say that it was his choice and more power to him. Then, I noticed that the magazine had been published just before the *Psionics Handbook* came out. In fact, Mr. Briggs even stated that, "I, like many, have been tracking what little is known from various websites, and I don't like what I see."

Like Mr. Briggs, I kept a watch on these sites. Some things I liked, some things I didn't, but I held off judgment until I had seen the finished product, which thankfully surpassed my expectations. I find it unfortunate that many people look at a list of powers, or a hint at how mechanics work, then decide that the system isn't worth their while. That's like seeing a person's elbow and left knee, and then deciding whether that person is worth getting to know.

I am curious as to whether Mr. Briggs has seen a complete copy of the rules now, and what he thinks about them.

Mark Jackman
Corner Brook, Newfoundland • Canada

I am writing about Saint Cuthbert in the D&D game system.

Saint Cuthbert was the Bishop of Lindesfarn in England in the 5th century. He was known for his good deeds: feeding the hungry, clothing the naked, teaching the ignorant, and serving his flock selflessly. In short St. Cuthbert was a *good* man, much like Mother Theresa was in her day and age.

Making Saint Cuthbert a lawful neutral god of retribution does not, I think, fit his commitment to forgive, which he did on several occasions. As Bede's *The Life and Miracles of St. Cuthbert, Bishop of Lindesfarne* says, ". . . he was gentle in the spirit of mildness to forgive the penitent, so that he would often shed tears over those who confessed their sins, pitying their weaknesses . . ."

I understand that you need a lawful neutral god to fit into your mythos, but I think clearing the air about the real Saint Cuthbert was needed. Based on how he lived his life, I believe he deserves the alignment of lawful *good.* This would reflect more realistically his dedication to his fellow man's welfare.

I commend you, though, for keeping evil clerics out of his religion. This, at least, was more reflective of this good, holy man.

Anthony Gabriel • Scarsdale, NY

THE UNSPEAKABLE OAF **by John Kovalic**

Mind flayers

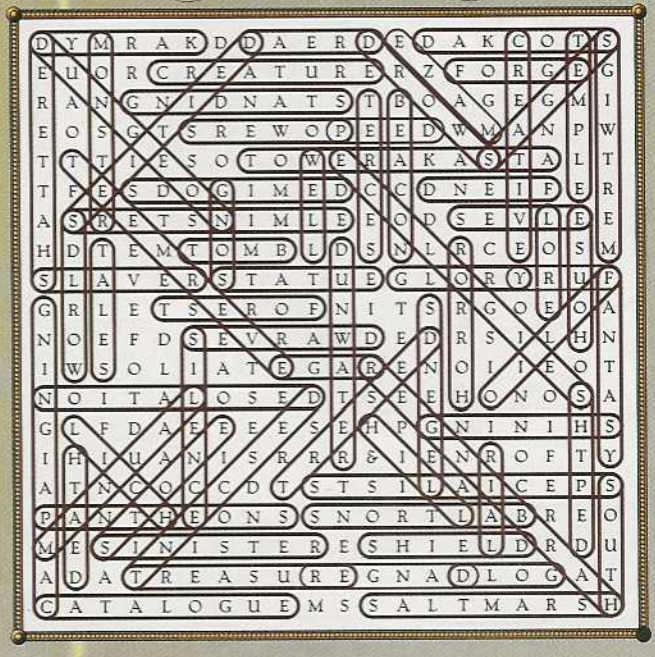
no. 27

by Mike Selinker

Your wizardly master has sent you to the magic shop to pick up sixteen magical items. At first glance, the list appears to be composed of magical weapons. But your master informs you that none of the items are generally categorized as weapons. Filling in the blanks, can you identify what they are?

1. _A__ __ __R_ __R_O__ W_____S
2. _____A_ __ _____ _X_____E
3. __B_ O_ _____L _T__S
4. B_O__, W_____
5. __D __ A__RT____
6. _____ _F L_____ A__ I__L_____
7. _____L_ __ _____ _____ANCE
8. ___M __ _____A_CE
9. MA__ __ ___ __U_L
10. __N__E __ ___T_
11. _____S_A_ __ ___ _P_____
12. SC_____ __ ___Y_____ _THE_
13. _____SI_____ ___CKLE_
14. __S_ __ _P_EAR____
15. S_____ __ ___LING
16. _____S __ W_____ _O__R (___D__ _____)

no. 26 SOLUTION



MIND BLAST

Time for a bit of family care, *Monster Manual*-style. What creature is an anagram of a word meaning "of a father," another word meaning "of a mother or father," and yet another word meaning "a type of care for an expectant mother?"

You can find the solution to this *MIND BLAST* on page 94

by Rick Moscatello

Age of Wonders is a sprawling, boardgame-like computer amusement in the finest tradition. The campaign game pits the forces of good against those of evil (hey, that *is* the finest tradition!) in an epic battle of a dozen races, each with a host of special units.

AGE OF WONDERS

3 New Magic Items

1 Portable Boulder

One of the more bizarre weapons on the battlefields of Age of Wonders *is the so-called "boulder sling." Although it appears to be a regular sling, the stones increase to boulder size on impact, dealing far more damage than would normally be possible. Careful examination of the item reveals that the sling is quite ordinary, and it is the ammunition that is magical.*

Portable boulders appear to be small rocks, ideal for use in a sling. When hurled from a sling, the rock keeps its momentum while at the same time expanding into a boulder weighing roughly 50 pounds (Small object). Upon striking a target, *portable boulders* cause 2d8 damage plus the sling user's Strength modifier.

Caster Level: 5th
Prerequisites: Craft Magic Arms and Armor, *enlarge*
Market Price: 257 gp
Cost to Create: 132 gp + 10 XP

2 Chicken Shield

Yes, this shield is boldly emblazoned with the image of a plump hen, fluttering fearfully. For a warrior that doesn't mind sacrificing a bit of pride, the chicken shield is valuable.

The wings of the chicken on this *+2 large steel shield* animate and flap during melee combat allowing the shield to grant its wearer an additional +2 deflection bonus to AC. Also, In a fall of 30 feet or less, the the fluttering wings slow the wearer's fall (as per *feather fall*). Falls of greater distance are reduced by 30 feet when determining falling damage. The shield must be worn to gain any benefit.

Caster Level: 5th
Prerequisites: Craft Magic Arms and Armor, *feather fall*
Market Price: 16,170 gp
Cost to Create: 8,085 gp + 800 XP.

3 Boots of Shrouding Darkness

Reconnaissance is an important part of mass warfare, and Age of Wonders *provides one of the most interesting items to foil the enemy's attempts to gain information. A version of the item can be of great value to D&D heroes.*

These boots protect their wearer from scrying and divinations just as a *nondetection* spell does. If a divination is attempted against the wearer, the caster of the divination must succeed at a caster level check (1d20 + caster level) against a DC of 19. The wearer also leaves no trail in natural surroundings and cannot be tracked.

In addition, as a standard action, the wearer can use the boots to shroud herself in *darkness* as per the spell cast by an 8th-level caster centered on the boots. The wearer of the boots can see in this darkness normally. If the boots are removed, the *darkness* ends. This ability is usable 3 times a day.

Caster Level: 8th
Prerequisites: Craft Wondrous Item, *darkness*
Market Price: 82,000 gp
Cost to Create: 41,000 gp + 3,280 XP

Answer to Mind Blast: PLANETAR (PATERNAL, PARENTAL and PRENATAL).

WIZARDS WORKSHOP

SAGE ADVICE

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This month the Sage begins with an extended look at the fine art of adjudicating the beginning of an encounter and concludes with an examination of combat and grappling.

What is the base DC for a Spot or Listen check? The *Player's Handbook* seems to say that the base DC is 5 for Spot checks, whereas the *Dungeon Master's Guide* states it is a base of 20. Likewise, Listen checks seem to have a base DC of 5 in some places and more in others.

As with any skill, the DC for Spot or Listen depends on the situation, and that's why you see so many different DCs listed.

Usually, a Spot or Listen check requires an opposed roll. In the case of Spot, the user's Spot check is opposed by a Hide check from the creature trying to avoid notice. Listen works the same way, except that Move Silently is the opposing skill.

An opposed check has no base DC, the opposing check result sets the DC (see Opposed Checks on page 60 of the *Player's Handbook* for details). Sometimes, the prevailing conditions will affect the DC of an opposed check. For example, distance affects most Spot and Listen checks; you increase the DC by +1 for every 10 feet of distance between the Spot or Listen user and the creature trying to avoid notice (but see the next question).

Do you use both Spot and Listen checks to determine awareness to opponents, or just one?

I am having trouble adjudicating surprise and awareness in my adventures. Do you use both Spot and Listen checks to determine awareness of opponents, or just one? If it's the latter, when do you determine which is to be used? Obviously, factors such as distance, visibility, obstacles, light sources, and sight type will affect difficulty for a Spot check, and the higher a player (or monster) rolls, the farther away she should notice activity, but this seems to be accounted for with a purely random roll for distance between the two parties instead. Is this correct? If so, why?

Before you can decide who's aware of whom at the beginning of an encounter, you must determine the initial encounter distance between the two groups using the system presented on pages 59-60 in the *Dungeon Master's Guide*. The distance between the two when the encounter begins is mostly a function of terrain and visibility.

When PCs adventure outdoors, a random roll is necessary to determine initial encounter distance because outdoor encounters tend to include variables that DMs can't account for, such as the answers to these questions: Was anyone looking in exactly the right place during the split second that the orcs were visible through the trees? Exactly when are the characters looking around them for danger, and when are they watching the ground three feet ahead to keep from tripping and falling flat on their faces? Is there a nice, flat open space to look across right here? Or is there a bush or a small rise that's blocking sight? (Most DMs don't plot every dip, rise, tree, or bush on their outdoor maps.)

Table 3–1 in the *Dungeon Master's Guide* shows how to determine initial encounter distance randomly in various kinds of terrain.

Once you determine the distance between two groups outdoors, make Spot checks for each group using the modifiers shown on Table 3–2 in the *Dungeon Master's Guide* to determine whether the two groups see each other. There is no distance modifier to this Spot check. As noted in the *Dungeon Master's Guide*, anyone who succeeds sees the other creature or group. Anyone who fails the check remains unaware of the other group until the distance between them is reduced to half the distance originally rolled. For example, a party of four adventurers emerges from a forest into a sunlit glade where eight trolls are finishing a meal. As the DM, you decide to treat the glade as a grassland, so you roll 6d6 × 10 feet to determine how close the party gets before anyone has a chance to see the other party. You get a result of 420 feet (an average roll). When the party comes within 420 feet of the trolls, you secretly make Spot checks for each party member and for each troll.

The Spot DC for the party is 24, which you derive as follows: 20 (the starting DC for a Spot check in this particular circumstance), -4 for the trolls' size, +5 for contrast (you decide the trolls blend into the background fairly well), +5 for stillness (the trolls aren't moving), and -2 because there are 6 or more trolls.

The trolls' Spot DC is 20 (base), +0 for size, -5 for contrast (all the party's armor and weapons stand out pretty well in the sunlit glade), for a total DC of 15.

If nobody in either group makes a successful Spot check, both groups automatically see each other at a distance of 210 feet, and the encounter begins at that distance with both groups mutually aware (see page 61 in the *Dungeon Master's Guide*). If only one group sees the other, the group that made the successful check is aware of the other and can act while the other remains unaware until circumstances make them aware.

Let's assume the PCs fail to spot the trolls, but the trolls spot the PCs (a fairly likely occurrence). If the trolls merely advance on the PCs, the PCs see the trolls at a distance of 210 feet, and you roll for initiative. If the trolls have ranged weapons, they might

decide to open fire on the party. If so, they surprise the PCs provided they don't come within 210 feet before firing.

If the trolls have no ranged weapons but show a little cunning, they might decide to lie in wait for the PCs. Let's assume the trolls creep forward and crawl into a thicket of bushes, where they hope to hide until the PCs come into charging range.

Although the PCs don't know it, the encounter has begun. To determine whether the trolls gain surprise, I recommend allowing the group Spot checks at a distance of 210 feet (half the original encounter distance), again at 105 feet (half the previous distance), and a final check at 30 feet (just before the trolls charge). Resolve the checks as normal Spot checks, opposed by the trolls' Hide checks and modified for distance. Do not use the procedure for initial encounter distance again because the encounter has already begun.

For the troll's Hide checks, allow them a +2 for having plenty of time to hide well and another +5 as an ad hoc circumstance bonus for hiding in the thicket (in this case, the same bonus they got for contrast when determining encounter distance). Allow the trolls to take 10 on their Hide checks (because they're hiding carefully and because that will make things easier).

The DC for the PCs' Spot checks is 10 (the trolls are taking 10), +2 for the trolls' Dexterity scores of 14 (using the troll statistics from the *Monster Manual*), -4 because trolls are Large (see the Hide skill description in the *Player's Handbook*), and +7 for the trolls' circumstance bonuses for a total DC of 15. At a range of 210 feet, the Spot DC for the PCs is 36 (15 + 21 for distance), the DC falls to 25 at 105 feet and to 18 at 30 feet

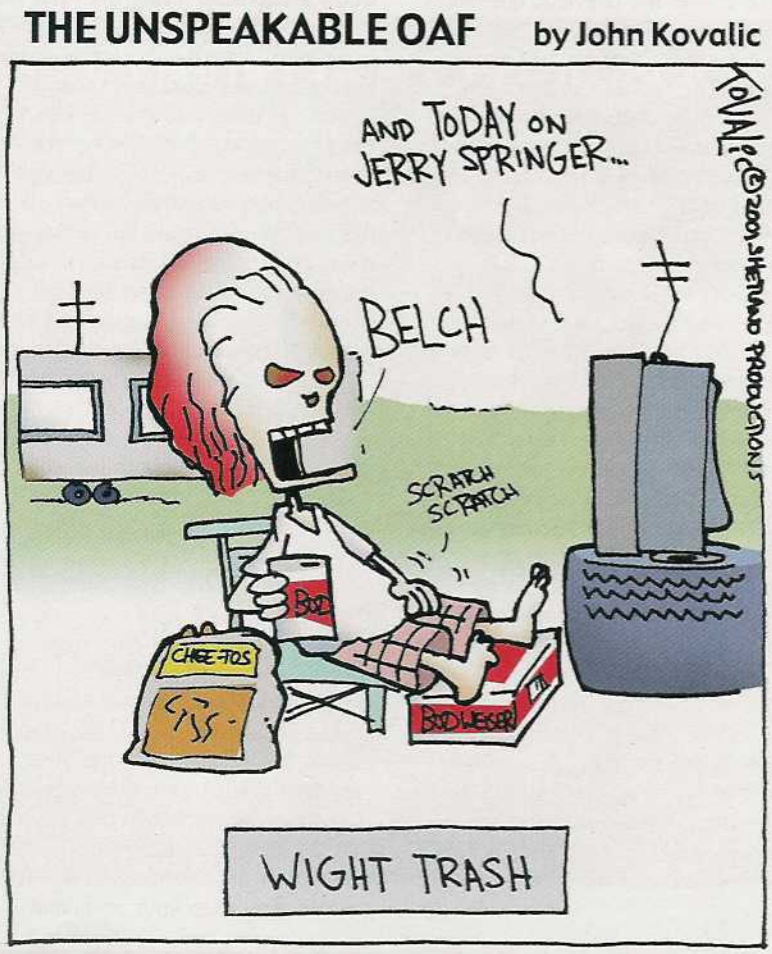
If the PCs get lucky and see the trolls at a distance of 210 or 105 feet, you can assume that the trolls' ploy fails and they do not surprise the group. There's not much point in running a surprise round when that much distance separates the groups (especially when the group that is aware is merely hiding and waiting for the other group to come closer), so just start the encounter as though the two groups are mutually aware of each other. If the PCs come within 30 feet before seeing the trolls, some or all of the PCs might be surprised, depending on the results of the Spot checks they make when they get within 30 feet. Run a surprise round as explained on page 61 of the *Dungeon Master's Guide*.

You could allow the PCs Listen checks to notice the trolls, but since they're standing still, they aren't making too much noise, and the listen DC would be 30 (the same as for hearing a creature that is motionless and invisible—see page 78 of the *Dungeon Master's Guide*). In such a case, use only the skill that allows the best chance of success, not both.

When you're running an adventure in a dungeon or inside a building, you don't need to make a random roll to determine encounter distance because you can look at your map and tell whether a creature's line of sight is blocked. In such cases, Listen checks are often better than Spot checks for determining awareness. In general, if the initial encounter distance is limited by illumination or line of sight, consider using Listen checks to determine awareness.

Let's assume our example party of four characters meets those eight trolls underground. The trolls are resting in a doorless room at the end of a 50-foot passage that ends in a right-angle turn, and from there the passage runs 40 feet to another turn. Under most circumstances, the trolls and the PCs will see each other at a range of 50 feet when the PCs round the corner. If one group is being particularly quiet or particularly noisy, however, a Listen check might be in order.

Let's say the trolls are busy playing knucklebones. When the party rounds the first turn, they might hear the trolls. The base Listen DC for hearing creatures talking is 0, modified for distance (in this case 90 feet) for a Listen DC of 9. Assuming that the party hears the trolls, the encounter begins (though the trolls don't know that), and the PCs can try to sneak up to the corner and possibly surprise the trolls. To do so, the PCs must make Move Silently checks, adjusted for their movement and armor (as noted in the Move Silently skill description), and the trolls make Listen checks based on the worst Move Silently result among the PCs, adjusted for distance (in this case, 50 feet, which is as close as the PCs can come without being seen).



I am somewhat confused about how hiding works. In the *Dungeon Master's Guide*, on page 60, it shows how to determine who spots whom at the beginning of any encounter. But in the Hide skill description in the *Player's Handbook*, it gives a range penalty of -1 per 10 feet. This does not seem to be used in the *Dungeon Master's Guide*. How does this work?

If someone is trying to Hide from someone else, the creature trying to remain unseen makes a Hide check opposed by the other creature's Spot check, which is subject to a penalty of -1 for each 10 feet of distance.

The material to which you refer is not an example of hiding, however. Rather, it refers to the effects of keeping a low profile when determining the initial distance for an encounter (which is not the same thing as hiding).

If the PCs in the previous question's example were attempting to use their Hide skills, their overland movement rate would be reduced by half, and their own Spot checks to notice other creatures would suffer a -2 penalty (all this is explained under Hiding and Spotting on page 60 of the *Dungeon Master's Guide*), making their Spot DC for seeing the trolls 22.

The trolls in the previous example would have a harder time seeing the PCs. Exactly how much harder depends on whatever Hide modifiers the PCs might have. In this case, use the worst Hide modifier in the group. Let's say the worst hider in the PC party has a Hide modifier of 0. That makes the trolls' Spot DC 25 (the starting value when the group you're spotting is hiding), +0 for size, +0 for the party's worst Hide modifier, +0 for contrast (in the previous example, there was a -5 modifier for contrast due to the PCs' armor and equipment; in this case, the effects of armor are already taken into account in the party's Hide modifier), for a total DC of 25.

The effects of successful or failed Spot rolls would be exactly as noted in the previous answer.

How come there isn't any information in the rules about the rate of fire for a ranged weapon?

Because there is no such thing as "rate of fire" in the game.

Your base attack bonus determines how many times you can attack in a round with any weapon. Note that you must use the full attack action to attack more than once. Certain weapons, such as crossbows, require actions to reload, so you can't use the full-attack action with them. Bows and slings don't require an action to reload.

All thrown weapons require a move-equivalent action to draw, so you can throw only one a round (although you can get around this restriction with the Quick Draw feat).

Can a creature with two weapons... make two grapple attempts in a single round?

Can a creature with two natural weapons, say two claws, make two grapple attempts in a single round? Could a character using the rules for fighting with two weapons pull off the same trick? Exactly how many grapple checks can you make each round?

You can make one grapple check for every attack your base attack bonus normally allows. The number of weapons you use doesn't affect the number of grapple checks you can make. For example, a dire ape, an animal with 5 hit dice, has a base attack bonus of +3, so it can make only one grapple check each round despite its three natural weapons. Note that when you opt to deal damage with a grapple, you deal subdual damage according to your size, not your natural weapon. For example, a dire ape (a large creature) deals 1d4 points of subdual damage with a successful grapple attack, plus its Strength bonus of +6. Note that creatures with the improved grab special attack can use their natural weapons in a grapple. Note also that monk characters deal their unarmed strike damage with successful grapple checks. Monks and creatures with improved grab are formidable grapplers.

The normal grappling rules assume that the attacker uses pretty much her whole body in the attack. (When you grapple, you wrap your arms and maybe your legs around the foe.) You can grapple while using a shield, but the shield's armor check penalty applies to your grapple check.

If the creature has the improved grab special attack, it can opt to use only one appendage to make a grapple attack, but it suffers a -20 penalty to its grapple checks if it does so. ("Sage Advice" examined the -20 option in issue #283.) A character also could use the -20 option, but as you point out, the character would also have to use the two-weapon fighting rules. See table 8–2 in the *Player's Handbook*, and remember that a character's own hands are considered light weapons.

The two-weapon fighting penalties apply to both grab attempts and any grapple checks that occur after successful grabs. The -20 penalty applies only to grapple checks. For example, a character who has both the Two-Weapon Fighting and Ambidexterity feats would suffer a -2 penalty to each grab attempt and a -22 penalty to any grapple check she makes after a successful grab.

On her turn, the character can stop making separate grapple checks with each hand and instead use both hands on one opponent; if the character does so, neither the two-weapon penalties nor the -20 apply to grapple checks she makes that turn.

When grappling, is it possible to just pick up your opponent and carry him away? Do you always have to move into your opponent's space when grappling? Can you pull your opponent into your space instead?

There's no rule covering moving your opponent during grappling, but it seems like a reasonable thing to try. Here's what I recommend:

Treat moving your opponent as another option you can use while you're grappling. If you choose this option, you must win an opposed grapple check to move your opponent. If you win the opposed check, you still have to be strong enough to drag the opponent's weight to move, and you move as though encumbered with a heavy load. For example, a human fighter has a Strength score of 17, and this character grapples an elf wizard who weighs 110 pounds and carries 18 pounds of equipment. The fighter can drag more than 1,000 pounds (see Table 9–1 in the *Player's Handbook* and the

Grapple/Unarmed Strike Damage by Creature Size

Size	Damage
Tiny	1
Small	1d2
Med	1d3
Large	1d4
Huge	1d6
Gargantuan	1d8
Colossal	2d6

accompanying text), so he can easily drag the wizard. When you're moving an opponent in this fashion you're assumed to be holding onto your foe tightly and shuffling along.

When moving, you also can put your opponent into any space within your melee reach. You also could stay put and place your opponent in a space you can reach, but doing so is a move-equivalent action. So, for example, you could drag your opponent over to a pit and drop him in, assuming your opponent does not have a hold on you. If your opponent has succeeded at a grapple check to have a hold on you, you would have to succeed at a grapple check (which would be an attack action) to free yourself from the grapple or risk being dragged in the pit yourself.

When grappling, is it possible to just pick up your opponent and carry him away?

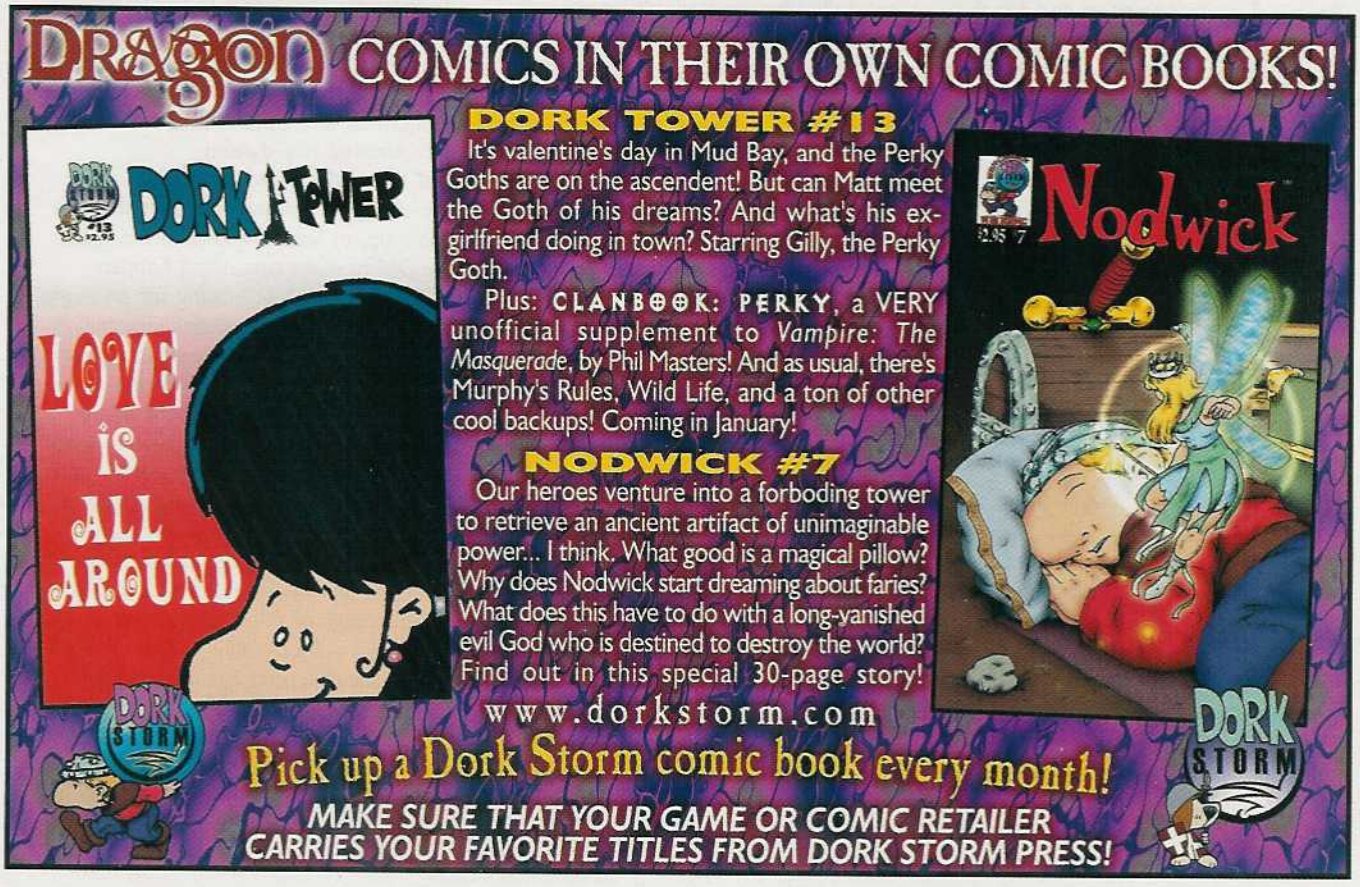
If you and your opponent are moving together, your mutual movement provokes attacks of opportunity from foes who threaten you, but shifting your opponent from space to space while you stay put does not provoke attacks of opportunity.

Since moving your opponent requires an attack action, you can only move once a round. Note that if you took -20 on your grapple check, you're literally holding your opponent in one hand. When you hold an opponent that way, you can move around freely, provided you're strong enough to actually carry the load.

If you're making a normal grapple attempt, the rules say you have to move into your opponent's space. However, you can use the rule described above to move your opponent out of the space you both occupy.

Here's another recommendation: If you're two or more size categories larger than an opponent you have grabbed, you can opt to pull the opponent into your space instead of entering the opponent's space. Yanking your opponent into your space doesn't provoke attacks of opportunity against your opponent.

It's important to note that these and the other grappling options presented in the *Player's Handbook* are available to your character only if he has successfully grappled an opponent. When an opponent grapples you, you are grappled, but you have not grappled your opponent until you have used an attack action and succeeded at an opposed grapple check to do so.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THE PLAY'S THE THING

by Robin D. Laws · illustrated by John Kovalic

Decisive Moments

PLAYER | Well, I suppose you're going to want to go in and attack those orcs, even though we're outnumbered. After all, that's what you always do, since you swore eternal vengeance on the minions of Gruumsh.

You | Well, actually . . .

Some schools of thought say adventure heroes should embody clear, simple ideas, and that they should remain forever unchanged. The enemies these heroes fight and the situations they face change from one installment to the next, but the heroes remain unchanged.

The opposite train of thought marries the structure of a soap opera to the elemental simplicity of the adventure genre. This approach tries to maintain the audience's interest in a character by showing her grow in response to the events of her life. TV's *Buffy the Vampire Slayer* has taken its title character and supporting cast from their teenage to college years, putting them through all of the transformations that period of life entails. This approach works best with the young hero archetype, mirroring the way people normally change during their passage to adulthood. Other examples include young Arthur Pendragon, Frodo, and Harry Potter.

If your PC is already an adult, you can still put him through changes. Unlike the writers of a long-running adventure series, you don't have to worry about keeping your PC in sync with an outside audience's conception of who he ought to be. It might be that you created him too quickly in the first place. Now you want to play off events in the campaign to find an interesting concept for him. His change must feel right; if your gloomy dwarven sorcerer abruptly turns into a laughing trickster and starts picking up levels in the rogue class, the change will seem artificial. The DM and other players might not believe in the transformation, thinking instead that you're switching characters without starting over from scratch the way you should.

What you need to watch for is a pivotal event of some kind, one that gives weight and believability to the change you want to make. You might have a change already in mind: perhaps you want your light-hearted character to become more in tune with the increasingly grim tone of the DM's adventure. Or you might want to explore a new side of the character: maybe you want your barbarian to branch out and establish herself as a committed city-dweller.

If this is the case, you have two choices: You can wait for something to come up, or you can collaborate with the DM to make something happen.

The advantage of waiting for an event is that the change to your character, even when preplanned, seems to grow naturally out of the events of the campaign. Your naive young monk might commit himself to dark vengeance when orc bandits overrun his monastery and kill his masters. The barbarian could be tempted to adopt civilized ways when she wins an unexpected commission to lead a unit of the imperial army. The disadvantage of this approach lies in the time it will probably take for the DM to stumble onto exactly the sort of plot development you can use.

If you contact your DM between games and tell her of your plans for the character, she can try to work a suitable event into an upcoming session. Although you can suggest

an idea, it might be more fun for both of you if you leave the details up to her. That way, she can still keep you guessing, preserving the sense of surprise that brings a game session to life. While you thought your barbarian might be tied to civilization by a military posting, your DM might decide to instead provide you with an urban love interest. (A DM respectful of your prerogatives will never try to force unwanted character changes on you. If you think she's invading your territory, take her aside and politely tell her about your objections.)

Often you'll be happily playing your PC as is until he runs smack up against an event in the campaign that inspires you to evolve him. You might have enjoyed playing an irresponsible rogue up until the adventure where the party had to safely rescue a group of orphans out of gnoll territory. Without even realizing it at first, you could find yourself playing up your PC's newfound sense of concern toward others throughout the adventure. When you get the kids back home, you might be surprised to hear your character volunteering to adopt them. Struggles between conflicting impulses always make for interesting characters. Your PC's efforts to shake off his old habits and fill the roll of reliable father figure don't so much throw out your previous interpretation so much as make it richer and more satisfying.

The most common change in a PC is a spiral toward darkness, usually in response to a setback. Unlike adventure stories, D&D heroes don't always snatch victory from the jaws of defeat. Sometimes die rolls and rules logic dictate that the princess doesn't get saved, or that the kingdom of virtue is conquered by the minions of evil. It makes perfect sense for dedicated, heroic characters to grieve over the serious consequences of their defeats. They might become vengeful, cynical, or morose. Be warned, though, that this is a hard cycle to pull out of, and that it's tough to portray a PC like this sympathetically for long. If you do try it, make sure his former optimism and nobility stay somehow in sight: otherwise he'll just seem like a depressing whiner, and the rest of your group might start hoping he'll meet an early doom.

Not all changes need to be permanent. In comics and TV series, writers often play off their heroes' traits by having them act "out-of-character" for a while. Your PC might pick up a cursed artifact, suffer lingering aftereffects of possession, or get bitten by a lycanthrope. Or he might just lose confidence in his beliefs for a while, as seen in the brief cycle of *X-Files* episodes in which Mulder stopped believing in the paranormal. A clever DM will give you a way to restore your character before it becomes tiresome. For the first set of examples, that means an adventure to find a way to lift the curse. The latter requires an event that shows the PC his original way was the right one. In the meantime, you can have fun by temporarily playing his opposite. When he does return to normal, his characteristic behavior will come as a welcome relief.

YOU | Since my vision in the chapel, I renounce vengeance! To wantonly slay the sons of Gruumsh is to prove myself no better than they. They are no threat to the innocent, so let us move on toward our true goal.

PLAYER | Can I have your +3 vs. orcs battleaxe then?

YOU | Just because I had new awakening doesn't mean I lost my mind.

"WELL, THIS IS ANOTHER FINE DEFINING MOMENT YOU'VE GOTTEN US INTO..."

by Ray Winninger

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Janda's Valley, Part III

Welcome back to the construction of Janda's Valley, the home base for the new Lost World campaign, already in progress. These locations all appear on the map that accompanied last month's column.

Today, the tunnels are home to miscellaneous small dinosaurs, monsters, and even worse things.

Janda's Valley—Keyed Locations

4. Stele and Crypt. A huge, forty-foot stele stands just inside the south entrance to the valley. (A stele is a freestanding obelisk or monument.) Immediately behind the stele is a small mausoleum dominated by a thick, vaulted doorway. Both the stele and mausoleum are covered in strange runes and pictograms, indicating that they are obviously the remains of some sort of ancient civilization. Janda and her followers are unaware of anyone who has successfully deciphered the runes. Similarly, none of Janda's followers have managed to open the mausoleum door to find out what lies inside. The door is tightly secured and crafted from a thick slab of stone (DC 40 to force open). In the center of the door is a small slot that can be spotted by anyone who examines the mausoleum using the Search skill (DC 5). A successful Intelligence check (DC 15) indicates that the searcher not only discovered the slot but also realizes that the slot was built to accommodate some sort of key.

Anyone who successfully enters the mausoleum discovers that the structure is little more than an entranceway that leads down into a lengthy series of winding tunnels that run out of the valley for several miles in all directions. Several of these tunnels and their offshoots lead into burial chambers where the ancient civilization that built the stele once left their mummified dead. In fact, death worship was an important part of this ancient civilization's culture, and all the settlements they built across the Lost World were once connected via this incredible artificial "underworld." Today, the tunnels are home to miscellaneous small dinosaurs, monsters, and even worse things.

At night, some thirty or forty visitors to the valley can always be found sleeping on the ground near the stele. The valley's inhabitants sometimes experience strange dreams that contain insights into one's experiences and glimpses of the past and future. No one knows what causes the dreams, but there is a cult that believes they somehow emanate from the mysterious

stele. Some members of this cult travel for many miles just to see the stele and try to improve their chances of experiencing a prophetic dream by sleeping as close to the monument as possible.

Secret: In reality, the dreams have nothing to do with the stele. They emanate from the unconscious mind of Janda herself. Remember, Janda's spirit houses part of the dream essence of the great god of light who died several centuries ago (see *Dragon* #283). Occasionally, the dreams of the dead god are so powerful that they spring from Janda's consciousness and travel into the dreams of those nearby. No one, not even Janda herself, is aware of the true nature of the dreams, and it has yet to be noticed that no one experiences one of the strange dreams when Janda is not in the valley.

Long-time readers of "Dungeoncraft" remember that an empire of lizardfolk once dominated the Lost World. The ancient death worshippers who built the stele were the serpent-like ancestors of the lizardfolk.

We created the burial chambers and tunnel complexes to make sure the Lost World is dotted with plenty of dungeon corridors and complexes for the adventurers to explore. It was a good idea to include an entrance to the vast, globe-spanning complex of subterranean passages right inside the valley because it should inspire a few interesting adventures that DMs can set in the valley itself. For instance, the mausoleum might provide a base of operations for an evil cult within the valley or a convenient explanation for how a monster or two might occasionally enter the valley undetected. We can decide later exactly who or what might have a key to the mausoleum door, but there's no need to worry about such things just yet.

The stele and strange dreams are an attempt to give the valley an unusual fantasy element that the players can experience and remember. The dreams can also serve as a useful springboard into adventures. Any time I want to provide the players with an unusual idea or clue, I can always arrange for one of the party members to receive one of the mysterious dreams.

5. Lizardfolk Ruins. A few decades before Janda and her followers arrived, the valley was home to an important outpost of the lizardfolk empire. Just north of the stele are the remains of a large domed structure that once served as the valley's grand temple. Because the ruins are a natural breeding ground for scorpions and snakes, most of the valley's inhabitants try to stay well clear of the area.

Except for a few hieroglyphics scattered around a frieze that stands over the remains of the old temple door, little of interest lies in the ruins. Anyone with a skill or spell that allows her to decipher the hieroglyphics realizes that they tell an extremely abbreviated version of the story of the great light god's death.

The lizardfolk ruins help give the valley an air of ancient mystery. They also serve as a convenient isolated location within the valley complex, where clandestine meetings can take place and villains can hide—another useful locale for adventures set inside the valley.

Remember, Janda's spirit houses part of the dream essence of the great god of light . . .

6. "The Pits." A deep fissure runs through the southeast corner of the valley, just north of the oat field. A steep ramp provides access to the fissure from the main valley floor. Janda's followers have excavated a large hole in the south end of the fissure, and they use it as a detention area for criminals and undesirables. A simple wooden basket-and-pulley system allows controlled passage into and out of the hole. At the bottom of the hole is a makeshift guardhouse fashioned by cementing together large rocks and stones. At any one time, at least four of Janda's guards are on duty within the guardhouse.

The prisoners are incarcerated in a series of individual pits located just outside the guardhouse. Each pit is roughly twenty feet in diameter and twelve feet deep. Prisoners are lowered into the pits (and extracted from them) using a special harness fashioned from ropes and vines. Once a prisoner has been placed in a pit, the guards cover the opening with a wooden grate that they secure by staking it firmly to the ground. Prisoners with the appropriate skills can easily climb the walls of the pit to reach the top (Climb DC 5), but forcing up the grate from the inside requires an amazing feat of strength (Strength check DC 25) and would probably make enough noise to alert the occupants of the nearby guardhouse who must make a Listen check (DC 5) to hear the grate open.

In Janda's valley, one can commit a wide variety of crimes to earn a sentence in the pits. Petty theft, tax fraud, anti-social behavior (such as assault), and deliberate damage to property all earn people brief visits to the pits. Sentences range from a few days to a couple of months depending upon the seriousness of the offense. More serious crimes (such as murder, or compromising the valley's defenses) are punished by permanent expulsion. In all cases, justice in the valley is swift. A suspected criminal is simply taken before Janda or one of her nobles, who single-handedly decides the criminal's fate. Although the accused has the chance to speak in his own defense, there are no formal procedures, and nothing that resembles a real trial ever takes place.

Janda's guards take good care of the prisoners in the pits and make sure they are fed and sheltered during storms. Still, a few days in the pit can be a debilitating experience.

The pits are an important inclusion in the valley for a simple reason—without some sort of punishment to back them up, local laws are meaningless.

7. Kennel. Located in the southeastern hole, just north of the pits, is another rock-and-stone structure that houses some of Janda's guards. This particular building is home to Janda's

kennel crew. The crew is comprised of nine guards who spend most of their time in this location. Just behind the guardhouse is a series of low wooden cages that house the crew's "dogs:" twenty-one compsognathus dinosaurs. Compsognathus is a tiny, three-foot-long dinosaur that looks like a miniature tyrannosaur. Those of you who have seen *Jurassic Park II: The Lost World* might remember the vicious little creatures that traveled in packs.

Because the compsognathus has a keen sense of smell, Janda's troops use the creatures to hunt, search for intruders, and track fugitives—just about everything dogs are traditionally used for. Use the statistics for dogs presented in the *Monster Manual*.

Several times per day, two or three of the handlers exercise the dinosaurs by walking them around the hole or (occasionally) around the entire southeastern corner of the valley. All of the compsognathus wear small leather collars. Whenever the beasts are taken from their cages, thin leather leashes are attached to the collars so the handlers can guide the animals and keep them at bay. Typically, one handler leads four or five of the creatures at once. Although the dinosaurs can be quite vicious when provoked, they are also well trained, so they almost always respond to their handlers' instructions.

The presence of the kennels serves two purposes. It beefs up the capabilities of Janda's guards, and it serves to reinforce the feel of the Lost World in the players' imaginations. Note that the scent ability of the "dogs" should make it much harder for the PCs (or their enemies) to get away with any serious mischief inside the valley.

8. **Bazaar.** A collection of large tents and wooden stalls that serves as a sprawling bazaar stands just outside the hole that houses the kennel and the pits. Typically, the market opens at sunrise every morning and closes just about an hour before sunset. While the market is in open, the area around the tents is usually packed with shoppers and merchants alike. During the day, ten of Janda's guards continuously patrol the bazaar looking for pick pockets and making sure that there are no serious disturbances.

Everything from food to weapons and armor is for sale at the bazaar. The population of Janda's Valley fluctuates from 1,000 to 2,000 inhabitants. According to Chapter 4 of the *Dungeon Masters Guide*, items of 800 gp value or less can be found for sale. With this price limit in mind, the following items are available:

- All weapons and armor (except crossbows, plate armor, and chainmail, none of which exist on the Lost World).
- All of the "Adventuring Gear" listed on page 108 of the *Player's Handbook* (except for spyglasses, which don't exist on the Lost World, and paper, which is extremely rare).
- All of the "Food, Drink, and Lodging," as well as all of the "Clothing" listed in the *Player's Handbook*.
- Horses (in the form of hadrosaur dinosaurs) and all of the appropriate riding accessories listed in the *Player's Handbook*.

Note that the "Class Tools" listed in the *Player's Handbook* are only intermittently available in the bazaar.

One of the necessities of a useful "home base" is a good, convenient place to buy supplies and equipment. The bazaar is designed to meet this need. The limits on the availability of some items help reinforce the flavor of the Lost World. Remember, this is a relatively uncivilized setting compared to the average D&D world. While some of the more sophisticated items probably exist somewhere on the Lost World, they shouldn't be readily available.

Ten guards patrolling the bazaar make sure it is a relatively safe environment without overwhelming the PCs in the event a fight is necessary. As a general rule, place twice as many guards as PCs in areas you'd like to keep secure, and half that number in areas that should be protected but still afford the players the opportunity to start trouble or get into a good scrape.

9. **Barracks.** These tents house the bulk of Janda's troops. Nearly four hundred soldiers are headquartered here.

The valley has to have an army to keep it secure, and the army obviously needs some barracks. Nothing special here.

10. **Moot Circle.** This is a series of small boulders placed in a sixty-foot circle around a central fire pit. Each night, just after sundown, many of the valley's inhabitants build a fire in the pit and gather around it to socialize, sing songs, swap stories, and trade rumors. While the gathering is in session, local merchants stroll through the throng to sell wine, bread, and meat.

Long time readers will remember that another one of the main purposes of the base of operations is to provide the players with a good rumor mill where they can pick up interesting tidbits and legends that might lead them into adventures. Traditionally, the rumor mill is some sort of inn or tavern, but such locales just seemed too "civilized" for the Lost World. The Moot Circle serves as a more barbarous replacement.

Come back next month, when we'll wrap up the description of the valley.

As a general rule, place twice as many guards as PCs in areas you'd like to keep secure . . .

WIZARDS WORKSHOP

PC PORTRAITS

illustrated by Ted Beargeon

Part of creating an interesting character is incorporating strengths and weaknesses. These PC portraits seek to put a face to all of the unfortunate characters that have had their players sacrifice their Charisma scores to boost some other attribute.

by Mike McVey

Painting Your Warbands

Last month, "Role Models" started looking at the upcoming miniatures game DUNGEONS & DRAGONS: CHAINMAIL. We covered how to approach painting the miniatures for your warband and some techniques and time-saving tips for painting several miniatures at one time. We looked mainly at a technique called "production line painting," which is great for economy of painting and creating a uniform look to your force. This month, let's look more closely at the look and feel of the warband by focusing on group identity. This might sound complex, but it's really just a fancy way of describing the way you choose color schemes and how you turn a collection of miniatures into a cohesive group.

You'll be amazed by how closely you can tie your miniatures together by just using a limited range of colors.

Group Identity

In CHAINMAIL, you play one of the many different factions that vie for domination in the Sundered Empire. At the moment there are six: the human's island kingdom known as Thalos, the elven empire of Ravilla, the dwarves of Mordenguard, Ahmut's legion of undead, the gnolls and demons of Naresh, and Drazen's Horde. As time goes on, these groups will be expanded and more will be introduced.

Each of these forces is composed of sometimes quite radically different troop types, but what stops them from being a rag-tag group of individual miniatures and turns them into spectacular armies is their color schemes. Each faction uses a limited range of colors on their clothing and war gear; this isn't so much a strict uniform guide as it is an overall feel. You'll be amazed at how closely you can tie your miniatures together just by using a limited range of colors when you paint them.

The best way to show how this works is by looking at specific examples, so that's what we're going to do! Over the next few installments of "Role Models," we'll take a look at each of the factions, including what colors they favor, how to apply these hues to the miniatures, and plenty of other tips that are appropriate to creating beautiful armies with a cohesive theme. This month, let's start by looking at Thalos.

Thalos

The island kingdom of Thalos is the stronghold of the humans of the Sundered Empire, so most of your warband will be made of human troops. Along with these, the faction includes gnomes and their mighty constructs. The main colors used on the Thalos troops are a strong, medium blue coupled with ivory white, giving the miniatures a clean, neat appearance that reflects the country's maritime roots. Most of the armor on the foot troops is rendered in warm colors. These shades, along with the Mediterranean skin tones, give a good contrast to the colder blue. You'll find a good color scheme reference on the packaging for all the miniatures, both in illustrations and in photos of painted figures. In addition to those references, let's look at each of the main troop types one at a time to see how to apply these schemes.

Paladin: Even though the paladin is clad completely in armor, you can still work in the blue and white faction colors in a few places. One feature that links all of the human miniatures together is a sash, which is generally tied to the belt. This device is a great place to incorporate the faction colors onto all of the miniatures, and on the paladin it's one of the only places you can do so.

The best approach is to paint the whole sash ivory white, then add the blue as a contrast, perhaps in the form of bands or chevrons. Base-coat the sash with a medium cream color (white with a tiny spot of warm brown) and highlight by adding white. If you think the sash needs a little more contrast in the creases, just add a little more brown to the mix and carefully apply it in the recesses.

Plan how you want to add the blue before you start painting—I go as far as to sketch it out on paper so there is no confusion before I start. First use a deep blue for the pattern, then add highlights where the bands cross folds in the sash. This technique helps the blue stand out much more.

One of the other places you can introduce the faction colors to the paladin is on the shield. Try painting the rim and Shield Mother icon gold or bronze, surrounding them with a blue background. One way the paladin differs from the other troops is in the armor; while most of the troops' armor is warm metallic colors, the paladin wears shining silver plate, making her stand out from her troops and giving her a more heroic stature. You'll probably only have one paladin in your warband, so it's worth playing this aspect up and making her stand out as the leader.

Glaiver and Marine: These two are standard Thalos troops, so you'll probably have multiples in your warband; this is where the production-line painting techniques described last month can really help you. The color schemes on both of these figures are close enough to benefit from painting them at the same time, because the only real differences between the two are that the glaiver has more armor and the marine has more bare flesh. As both the armor and the skin are painted in warm tones, the color schemes are quite similar.

As with the paladin, one of the best places to show the faction colors is on the sashes, but because they are basic troops, it's more appropriate to keep the pattern simpler than on the paladin.

This is not your only choice. If most of the miniature is painted in pale, off-white colors—as is the marine—try painting the sash blue so it stands out. Armored areas are best kept fairly plain; you can vary the colors between gold and bronze, but try to avoid getting too much of a mix-and-match effect. I like to pick one color for most of the armor and another for detailing and contrast. You can get different warm metallic colors by adding small amounts of brown, orange, and yellow ink to a standard gold paint, and highlighting by adding silver.

Sorcerer: In some ways, this miniature is the opposite of the ones we've looked at already. The sorcerer doesn't have any armor, and there are plenty of opportunities to use the blue and white faction colors. The obvious choice is to paint the jacket blue and use the trousers or sash as a contrasting area by painting them ivory white and adding gold detailing, but that's only one choice. There are many other variations you can try to achieve the same overall effect. Try reversing this color scheme and painting the jacket white with blue trim. There are no hard-and-fast rules for uniforms to obey, just guidelines to what the overall effect should be.

Gnomes: The gnomes don't have a great deal of armor, so most of the clothing should be painted in natural off-white and leather colors. The best way to introduce the faction colors is in the detailing: Try painting the sword scabbard blue, adding just a touch of color can be enough to tie the miniatures together.

Hammerer: The hammerer is, without doubt, one of the most spectacular elements of the Thalos faction, towering above the other troops with his mighty weapon raised. Some miniatures are focal points for a warband, and the hammerer is certainly one of them. As such, it needs to be painted with more care and attention.

There are a couple of ways you can approach the hammerer. The first is to paint what you see: The hammerer is made of metal, so the obvious choice is to paint it in metallic colors. This is a good option, since it lends a sense of weight and power to the miniature; it looks like a machine capable of inflicting real damage. The only problem is that it doesn't really tie into the faction colors. On the other hand, there is nothing else like it on the battlefield, so it won't be confused. The other approach is to add faction colors to the panels; this can be equally effective, as long as you don't overdo it. Maybe just the shoulder panels are blue with arcane symbols carved into them. This way, it looks like the hammerer has actually been painted by the people who constructed it. One technique you can use to achieve this look is to paint small chips and weathering onto the surface so it doesn't look like it's fresh from the paint shop. The hammerer is one of those miniatures you can have real fun with: There's nothing wrong with a plain, straightforward approach, but why not try something a little more adventurous?

Next week, we'll discuss color schemes and tips for painting a different faction of the Sundered Empire.

There are no hard-and-fast rules for uniforms to obey, just guidelines to what the overall effect should be.

by Johnn Four

SEND YOUR TIPS BY EMAIL TO:
scalemail@wizards.com

SEND YOUR TIPS BY SNAILMAIL TO:
"DM's Toolbox" c/o Dragon Magazine
1801 Lind Ave. S.W. • Renton, WA 98055

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www.roleplayingtips.com

7 Steps to Creating Cunning Foes

Cunning foes are the lifeblood of a great campaign. Players never forget the enemies that outsmarted them, and they love regaling other gamers with tales of how they beat the most intelligent villains.

Running brilliant NPCs is a daunting task. After all, the players benefit from working together, and you are all alone behind your screen. Fortunately, there are a few tricks you can use when playing a clever foe who can give the heroes as much as they can handle—or more.

1. Focus on a specific goal

Before you start looking for specific ways to outsmart the PCs, look at the big picture. What does the NPC want more than anything else? It's easier to play a villain when you know her goals, because you can then weigh her actions against potential gains for her ultimate purpose. Should she attack the PCs or trick them into helping her? Is it better for her to raise an army or keep a low profile? Should she befriend the local nobles or assassinate them?

Also, a foe with a mission becomes a motivated NPC, and a motivated foe won't sit around and react to the characters' plans. If the heroes thwart their enemy's plans, you have the long-term picture in mind and can help the villain rebound with new, wilier plots.

2. Keep it Simple

Sometimes DMs are their own worst enemy when they create schemes too complex or too rigid, then railroad the PCs into making the story work. Avoid this by keeping your villain's plans and actions as simple as possible.

Start with the foe's goal in mind, then ask, "What's the fastest and easiest way my NPC can achieve her aim with the least amount of risk?" Now you can outline a brief plan that you can change based on the characters' actions, or you can choose just the first step and add to the plan on the fly. Either way, you save time and make your foe's tactics easier to track, adapt, and improve.

You're better off running several simple plans than one large, complex plot. Not only are simple plans easier to control, but also if any single plan fails, your villain has others to fall back on. That makes your foes more cunning in the long run.

3. Build and Use Sources of Power

It would be difficult to achieve an ambitious goal with just the clothes on your back, so followers, gold, and magic help your villain immensely. It is also important that these things remain safe so the NPC can rely upon them.

First, decide on one or more sources of power your adversary has in the beginning, then look for ways she can use these to accomplish the next step in her plan. Finally, try to find ways that your foe can secure, defend, and expand her power sources.

4. Avoid Direct Confrontations

Unless your foe's style is blunt, avoid confrontation between the PCs and their enemies whenever possible. Any contact with the characters is dangerous, as they will naturally be inclined

10 Adversary Goals

- ☐ Get revenge for a betrayal
- ☐ Take the throne
- ☐ Locate and retrieve powerful magic items
- ☐ Become a wealthy landowner
- ☐ Bring lost love back from the grave
- ☐ Gain an evil deity's favor through a single, powerful act
- ☐ Become a guild builder
- ☐ Discover the truth about a past event
- ☐ Learn powerful secrets and lore for ultimate mastery
- ☐ Correct an ancient wrong, regardless of the cost

10 Sources of Power

- ☐ Social influence
- ☐ Land and money
- ☐ Allies and minions
- ☐ Base of operations
- ☐ Magic (items or spells)
- ☐ Psionics
- ☐ Military might
- ☐ Divine or infernal favor
- ☐ Special power, ability, or immunity
- ☐ Favors owed, information, for blackmail, reputation

5 Ways to Defend a Power Source

- ☐ Hide it or keep it a secret
- ☐ Guard it with hirelings or monsters
- ☐ Employ traps
- ☐ Create a decoy
- ☐ Spread it around so it's not concentrated in one place

5 Ways to Expand a Power Source

- [ ] Beg, borrow, or steal
- [ ] Earn more gold
- [ ] Acquire important knowledge
- [ ] Cultivate new allies or minions
- [ ] Hire foolhardy adventurers to go on quests

to confront, attack, and possibly eliminate him. At the very least, personal exposure can result in the characters learning of a weakness or other useful information.

It's much easier to create a sense of mystery, tease the players, and bring a villain back for revenge if the NPC remains out of harm's way. In addition, keeping the NPC out of the action gets you in the habit of having foes use tools to do their bidding and let you employ more subtle tactics.

Here are a few ways a cunning foe can avoid direct confrontations:

- The foe chooses the time and place of a confrontation, sets up an ambush or trap with a competent lieutenant in charge, and lures the PCs there;
- The villain puts a series of obstacles in the way to weaken the PCs before a showdown. The foe can choose to escape, retreat, or use a tool to deal with her vulnerable enemies;
- The villain misdirects the PCs to chase red herrings while she gathers her strength and furthers her goals. For example, the foe could spread a false prophecy that could lead her enemies into all kinds of wrong turns;
- The foe distracts the party with more pressing issues, such as endangered friends or family; sabotage; or unleashed curses, monsters, or magic.

5. Use the Best Tools Available

Most villains do not care who they hurt or what they destroy in the pursuit of their goal, so the term "tool" encompasses not just objects but monsters and people too. They are all just a means to an end for a crafty foe.

A smart NPC will seek out the best tools for the job—time, gold, and other resources permitting. For example, if the villain doesn't have the means to eliminate the PCs who are threatening her plans, she could try to hire, bribe, or trick another enemy to do the job for her. Even more diabolically, the NPC could borrow or steal the resources of her enemy, use them against the characters, and then turn what's left back on the first enemy!

6. Always Look for an Advantage

Keep a constant lookout for ways your foes can achieve any advantage, no matter how small. Tiny successes soon build into big victories, and your players will admire the cleverness and subtlety of their opponents. Spotting the best angle for your foes during encounters, and even behind the scenes, is a skill that might require a bit of practice, but the effort is worth it because all of your NPCs will benefit from your expanding DM expertise.

Here are a few ways your NPCs can try to gain an advantage during play:

- **Be the middleman.** The foe puts an obstacle in the heroes' path and then presents himself as the solution in return for payment. It doesn't matter whether the obstacle truly exists, as long as the foe's victims believe it does.
- **Learn what's most important to the PCs.** The foe can use this knowledge to threaten what the characters value and extract a concession. For example, most characters view losing a level as a fate worse than death. After learning this, a foe could obtain the services of an evil priest who can control powerful undead to manipulate the PCs.
- **Learn what is important to the characters' allies, friends, and family.** The foe can use this information to gain an advantage over the PCs by jeopardizing the people who will eventually come to the heroes for aid.
- **Enter a conflict last.** If conflict is necessary, a cunning foe waits until the last moment to enter the battlefield so that the other combatants exhaust themselves first.

10 Tools a Cunning Foe Can Employ

- [ ] Magic items (normal and cursed)
- [ ] An army
- [ ] Followers and minions
- [ ] A familiar
- [ ] A patron or ally
- [ ] Gold—money buys anything
- [ ] Captured, bound, charmed, or summoned monsters
- [ ] People who owe the foe a favor
- [ ] People the foe can blackmail or trick
- [ ] The PCs

7. Use Cunning Conversation

As DM, you have information your foe would love to know, such as the PCs' plans. Therefore, it's your mission to root out that information legitimately for the NPC while playing him in character.

Holding intelligent conversations between your foes and the PCs can be difficult, especially in encounters with multiple NPCs and PCs. Fortunately, there are a number of techniques to get the most benefit from parleys.

5 Ways Your Villain Can Gain Something Through Parley

- [ ] The PC's agree to do the foe's bidding.
- [ ] The characters are tricked into revealing their plans and secrets.
- [ ] The characters compromise a friend, family member, or ally by giving out sensitive information.
- [ ] The PC's are successfully misinformed, throwing them off the scent.
- [ ] The characters end up liking and trusting the NPC.

Questions are powerful because they can elicit information through answers, and they help you take control of conversations. If possible, have your villains start their conversations with a question, then keep probing until the NPC has gained what she wants. Play adversaries who have high Charisma scores or well-developed social skills with nonchalance, and use small talk, politeness, and misinformation to prevent the PCs from getting defensive and suspicious.

A wily conversationalist asks open-ended questions, because they encourage others to speak more. Closed questions can be answered "yes" or "no," while an open-ended question usually starts with words like "how" and "why." Avoid giving ultimatums or orders while roleplaying your foe. This closes the PCs' minds against him, making them uncooperative.

Empathy can go a long way. If an NPC starts a conversation with a question about something that's important to the PCs, she is much more likely to keep the parley going until she gets what she wants, and she also gains their trust far easier. Do this without trying to be intrusive or acting sly by talking about what matters to the characters in a confident and relaxed matter, and then ease into the topics that concern the NPC.

Dragon Mirth

by Tony Moseley with Simon Walker

This wouldn't have bothered me before that incident with the storm giant and the pogo stick.

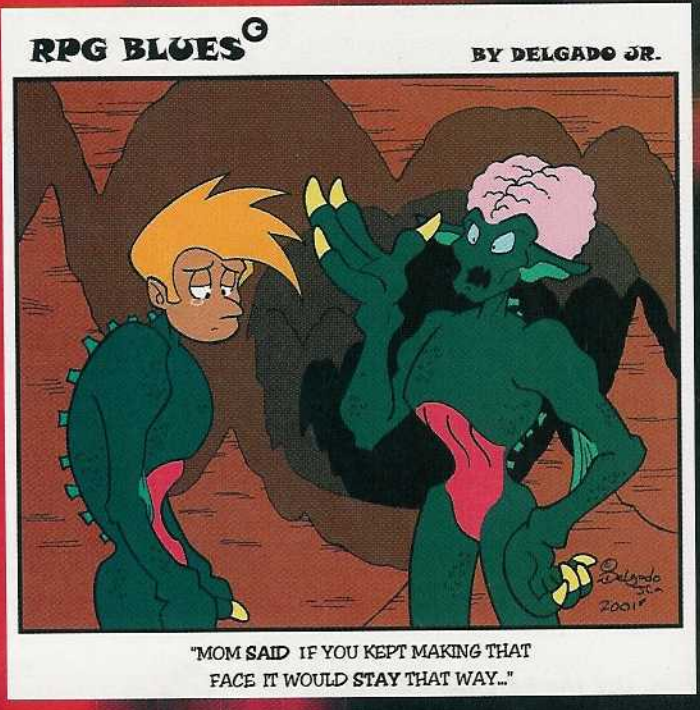
Those Englanders—They're Funny!

Simon Walker of Surrey, England is the winner of our first caption contest. For making us laugh, we're sending him a DRAGON shotglass. Honorable mentions go to Nick Worthington, Marvin L. Wright, Kela Kitkowski, Mike Hummel, Erik Gold, Robert Winterhalter, and Joe Reardon.

Be sure to check out this month's caption contest on page 18.

by Aaron Williams

"WHOOPS! IT SAYS HERE THAT THIS SCROLL'S **PROTECTION FROM EVIL** SPELL WAS STRONG ENOUGH FOR A **MAN** BUT DIVINELY BALANCED FOR A **WOMAN**."



"MOM **SAID** IF YOU KEPT MAKING THAT FACE IT WOULD **STAY** THAT WAY..."

by Jerry Seltzer

Gunchello
EVERY TIME I VISIT, I FIND YOU SITTING ON THE FLOOR PLAYING THAT GAME!
MEANWHILE, OUTSIDE, THE SUN IS SHINING, THE WIND IS BLOWING AND PEOPLE ARE ENJOYING LIFE!
SELTZER

WHAT'S NEW
WITH PHIL AND DIXIE
TODAY WE'RE TALKING ABOUT DEMONS - BUT I'M JIGGERED IF I CAN THINK OF AN IDEA...
YOU COULD EXPLAIN HOW DEMONS ARE MISUNDERSTOOD - LIKE INSURANCE AGENTS - THEY'RE NOT REALLY EVIL -
GRAB!
WHA-?!
-RIP!
AHA!
HMF! LUCKY GUESS!
HARDLY. I'VE HAD MY SUSPICIONS FOR QUITE SOME TIME!
DEMONS USUALLY WORK EVIL UPON PEOPLE IN ONE OF TWO WAYS: TEMPTATION OR POSSESSION.
CAN I CHOOSE TEMPTATION?
YOU ARE WHAT WE CALL AN EASY SALE.
TEMPTATION IS EFFECTIVE WHEN THE DEMON ASSUMES A SEDUCTIVE AND PLEASING APPEARANCE.
HI - YOU PLAY D&D? ME TOO!
NICE TRY, BUT THESE DAYS THERE ARE LOTS OF GIRL GAMERS. IT'LL TAKE MORE THAN THAT TO TEMPT ME.
BUT I REALLY WANT TO HEAR HOW YOU STOPPED THE DARK LORD WITH ONLY A SALAD FORK AND A DUCK.
... UH OH.
POSSESSION IS WHEN A PERSON IS CONTROLED - FORCED TO DO THINGS THEY'D NEVER DREAM OF DOING.
HEY GANG! TYRONE JUST VOLUNTEERED TO HOST OUR WEEK-LONG GAMING MARATHON AT HIS HOUSE!
REALLY? YOUR MOM AGREED TO THIS?
RELAX - SHE LOVES SURRISES!
DUDE - YOU'RE DEAD!
WHY DO THEY DO IT? TO CREATE HAVOK, CHAOS, AND MISERY!
um... ACTUALLY, IT'S TO HELP SELL INSURANCE.
WHATEVER. SO HOW MANY MONTHS HAVE YOU BEEN IMPERSONATING POOR DIXIE?
SINCE ABOUT 9:30 THIS MORNING.
WHAT?
I'M NOT REPLACING HER, YOU FOOL, I'M INTERNING WITH HER.
HEY! FIRE UP THE GRILL! I CAUGHT ANOTHER ONE!!
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